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/034/2025-26

July 18, 2026

BSE Limited (BSE) Listing Centre **Scrip Code: 505800**	**National Stock Exchange of India Limited (NSE)** NEAPS **Symbol: RANEHOLDIN**

Dear Sir / Madam,

Sub: Annual Report FY 2025-26 & Notice of 90th Annual General Meeting - Regulation 34 of SEBI LODR
Ref: Our letter no. RHL/SE/009/2025-26 dated May 15, 2026

The **Ninetieth Annual General Meeting** (90th AGM) is scheduled to be held on **Thursday, August 13, 2026 at 15:00 hrs (IST)** through **Video Conference (VC) / Other Audio Visual Means (OAVM)**.

In connection with the 90th 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 06, 2026 (Thursday)
e-Voting start date and time	August 10, 2026 (Monday) and 09:00 hrs IST
e-Voting end date and time	August 12, 2026 (Wednesday) and 17:00 hrs IST

The copy of the Annual Report for FY 2025-26 along with the Notice of the 90th 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/wp-content/uploads/2026/07/RHL_AR_2025-26.pdf.

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**

SUBHA SHREE SRIDHARAN
Digitally signed by SUBHA SHREE SRIDHARAN
Date: 2026.07.18 08:42:17 +05'30'

S Subha Shree
Secretary

Encl.: a/a

Rane Holdings Limited

90th Annual Report 2025-26

READ INSIDE

STANDALONE FINANCIAL HIGHLIGHTS

OPERATIONAL PERFORMANCE

(₹ in Crores)

FINANCIAL YEAR	FY26	FY25	FY24	FY23	FY22
Total Income	171.45	143.66	150.47	118.19	109.24
Earnings Before Interest, Tax, Depreciation & Amortisation (EBITDA)#	99.73	86.80	95.83	69.01	56.65
Profit Before Tax (PBT)#	89.91	79.30	86.08	59.03	47.66
Profit After Tax (PAT)	84.61	68.11	73.06	48.30	33.88

BALANCE SHEET SUMMARY

(₹ in Crores)

FINANCIAL YEAR	FY26	FY25	FY24	FY23	FY22
Equity Share Capital	14.28	14.28	14.28	14.28	14.28
Shareholders' funds	651.38	615.29	577.85	536.36	505.43
Non current Liabilities	24.72	53.32	3.58	51.63	62.45
Current Liabilities	25.31	25.86	14.33	23.75	23.15
Non current assets	662.96	632.27	550.41	587.59	582.38
Current assets	38.45	62.20	45.35	24.15	8.65

KEY PERFORMANCE INDICATORS

FINANCIAL YEAR	FY26	FY25	FY24	FY23	FY22
Return on Capital Employed (ROCE) (%)#	14.53	11.99	15.63	10.81	9.24
Return on Equity (ROE) (%)	13.36	11.42	13.11	9.27	6.96
Earnings Per Share (EPS) (₹)	59.25	47.70	51.17	33.82	23.73
Dividend (%)@	470	380	250	170	120
Dividend Payout (%)$	80	80	49	50	51
Book Value Per Share (₹)	456.22	430.94	404.72	375.66	354.00

EBITDA, PBT & ROCE arrived after considering exceptional item

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

$ Dividend payout is calculated on profits.

CONSOLIDATED FINANCIAL HIGHLIGHTS

(₹ in Crores)

FINANCIAL YEAR	FY26	FY25	FY24	FY23	FY22
Total Income	5,907.16	4,380.34	3,543.98	3,537.46	2,714.66
EBITDA#	461.89	582.84	284.04	329.37	236.59
PBT#	176.91	328.75	75.70	137.82	73.58
PAT	136.78	220.85	149.61	87.31	35.06
EPS ** (₹)	68.54	145.13	86.67	43.61	16.91
Net worth	1,425.58	1,348.68	1,169.32	1,050.95	1,005.54

EBITDA & PBT arrived after considering exceptional item

** Basic EPS for RHL on Consolidated basis

Note: FY25 consolidated financial performance includes line by line consolidation of RSSL as subsidiary effective from September 19, 2024. Hence, FY25 figures are not comparable with other financial years.

FROM THE DESK OF THE CHAIRMAN

Dear Stakeholders,

The Indian economy continued to perform well during FY26, supported by healthy domestic consumption, sustained public investment and a stable macroeconomic environment. The continued diversification of global supply chains has also enhanced India's role as a preferred manufacturing destination, creating opportunities across several sectors.

The Indian automobile industry recorded another year of healthy growth, aided by improved affordability following the rationalisation of the GST framework and continued policy support for domestic manufacturing.

The Passenger vehicle segment continued its positive trajectory, led by sustained demand for utility vehicles. The commercial vehicle segment witnessed a broad-based recovery during the year, supported by infrastructure investments and improving freight activity. The Farm Tractor segment recorded its highest-ever sales, driven by favourable agricultural conditions and sustained rural demand. The two-wheeler segment surpassed its previous peak, supported by the improved affordability, sustained demand across key international markets, and growing acceptance of electric mobility.

The global operating environment turned challenging due to the war in the Middle East at the end of the year. Geopolitical developments and evolving trade policies across major economies continued to reshape global trade flows and supply chains, while influencing business sentiment across markets.

Operating Businesses

FY26 was an important year for the Group as we recorded the highest consolidated revenue. This performance reflects steady execution across our businesses, supported by improved capacity utilisation, sustained customer demand and continued focus on operational efficiency.

The Group's cost transformation initiatives progressed well during the year, with every business contributing through focused actions on productivity, material cost optimisation and manufacturing efficiency. These efforts have supported improved cost competitiveness while maintaining disciplined execution across the organisation.

Several of our businesses recorded their highest-ever sales during FY26. Export performance also improved, supported by higher volumes from existing customers and the commencement of programmes secured in previous years. During the year, we commissioned manufacturing facilities and expanded capacity in select businesses to support customer requirements.

The Aftermarket Products Business underwent a significant reorganisation during the year. The revised operating structure has enabled closer coordination across product categories, improved market execution and a sharper focus on customer engagement. The business also expanded its product portfolio and introduced digital tools to improve field effectiveness and decision-making, providing a stronger base to increase market reach in the years ahead.

The year also presented its share of challenges. ZF LIFETEC Rane Automotive India Private Limited experienced a financial impact arising from a significant warranty claim following a global recall involving seatbelt components supplied for overseas vehicle programmes. The necessary corrective actions have been implemented and the learnings from this experience have been incorporated into our operating processes.

We continue to invest in engineering, product development and manufacturing capabilities to meet the evolving requirements of our customers. At the same time, we remain disciplined in capital allocation, operational performance and financial management, recognising that these remain essential to sustaining long-term value creation.

Looking Forward

The long-term outlook for the Indian automotive industry remains encouraging, supported by rising incomes, increasing urbanisation, sustained infrastructure investment, greater localisation of manufacturing and the ongoing transition towards electrified and software-defined vehicles. These developments provide a favourable environment for component manufacturers with established engineering capabilities, diversified product offerings and long-standing customer relationships.

At the same time, the external environment is expected to remain uncertain. Geopolitical developments, trade policies, supply chain realignments and changing regulatory requirements will continue to influence business conditions across global markets. These factors call for prudent decision-making, financial discipline and the ability to respond quickly to changing circumstances.

Over the past few years, Rane has undertaken several initiatives to simplify its organisation, synergise its businesses and expand its product portfolio. These actions represent long-term vision and the future of the Group. As these initiatives mature, they will contribute to improving operational effectiveness, enhancing competitiveness and creating sustainable value for all our 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 INFORMATION

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*
Harish Lakshman
Dr. Brinda Jagirdar

Risk Management Committee
L Ganesh, *Chairman*
Harish Lakshman
Pradip Kumar Bishnoi
Dr. P A Padmanabhan

President – Finance and Group CFO
Dr. P A Padmanabhan

Secretary
Siva Chandrasekaran

Chief Financial Officer
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 & 2nd Floor,
No.1, Harrington Road,
Chetpet, Chennai - 600 031.

Secretarial Auditors
M/s. B Chandra & Associates,
Practising Company Secretaries,
AG-3 Ragamalika, No. 26, Kumaran Colony Main Road, Vadapalani, Chennai - 600 026.

Bankers
HDFC Bank Limited
Bajaj Finance 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 **Ninetieth (90th) Annual General Meeting** of **Rane Holdings Limited** will be held on **Thursday, August 13, 2026** 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 Statement of the Company for the year ended March 31, 2026, 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, 2026 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, 2026 together with the reports 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 ₹47/- 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, 2026 and the same to be paid to those shareholders, whose names appear in the Company's Register of Members as on Thursday, August 06, 2026."

3. **To appoint a Director in the place of Mr. Harish Lakshman (DIN: 00012602), 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. Harish Lakshman (DIN: 00012602), 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."

SPECIAL BUSINESS:

4. **To appoint Mr. Ramesh Rajan Natarajan (DIN: 01628318) as an Independent Director**

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

"Resolved that pursuant to Section 149, 150, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 (the "Act") and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to appoint Mr. Ramesh Rajan Natarajan (DIN: 01628318) who was appointed as an additional director of the Company in the category of Independent Director, by the Board of Directors with effect from July 01, 2026 pursuant to Section 161 of the Act and the Articles of Association of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, in terms of Section 149 of the Act read with Articles of Association of the Company, to hold office for a first term of five consecutive years with effect from July 01, 2026 up to June 30, 2031, in accordance with the policy of the Company applicable to Board of Directors from time to time."

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

Place: Chennai
Date: May 15, 2026

Siva Chandrasekaran
Secretary

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

NOTES:

1. The 90th AGM of the Company is being conducted through VC/OAVM Facility, in compliance with General Circular No. 03/2025 dated September 22, 2025 read with previous circulars in this regard issued by the Ministry of Corporate Affairs ('MCA Circulars') and the provisions of the Act which does not require physical presence of Members at a common venue. The deemed venue for the 90th 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 and **cut-off** date for the purpose of determining eligibility of members for voting in connection with the 90th AGM is **Thursday**, **August 06, 2026**.

6. Pursuant to the relevant provisions of the Companies Act, 2013, 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 90th AGM and the Annual Report 2026 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 recently mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at https://ranegroup.com/investors/rane-holdings-limited/.

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 dematerialised form only.

14. In compliance with the aforesaid MCA Circular dated September 22, 2025 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), and other related SEBI circulars issued in this regard, the Notice of the AGM along with the Annual Report 2026 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2026 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 are as under and joining virtual meetings are as under:

(i) The voting period begins on **Monday, August 10, 2026 at 09:00 hrs (IST) and ends on Wednesday, August 12, 2026 by 17:00 hrs (IST).** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of Thursday, August 06, 2026,** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the 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 SEBI LODR 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 & New System My Easi New (Token) Tab.	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers so that the user can visit the e-voting service providers' website directly.	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

CDSL	NSDL
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 & New System 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 hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.	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 evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000

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

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

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) • 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. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant Company on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES / NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR / POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (PoA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investorservices@ranegroup.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Instructions to 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 **Saturday, August 08, 2026 at 09:00 hrs (IST) and Monday, August 10, 2026 by 17:00 hrs (IST)** by mentioning their name, demat account number / folio number, email id, mobile number to investorservices@ranegroup.com. The shareholders who do not wish to speak during the AGM but have queries may too send their queries in the above manner. The Company would endeavour to address these queries suitably by email.

(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 / 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), AADHAAR (self-attested scanned copy of Aadhaar 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 CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at the toll free no. 1800 21 09911.

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

Siva Chandrasekaran
Secretary

Place: Chennai
Date: May 15, 2026

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

The Board of Directors had, based on recommendations of the Nomination and Remuneration Committee (NRC) proposed to appoint Mr. Ramesh Rajan Natarajan (DIN: 01628318) as an Additional Director (Independent category) pursuant to Sections 149, 150, 152 and 161 read with other relevant provisions of the Companies Act, 2013 (the 'Act'), effective from July 01, 2026. It is proposed to appoint Mr. Ramesh Rajan Natarajan as an Independent Director in terms of the applicable provisions of the Act and SEBI (LODR) Regulations, 2015 for a period of five consecutive years effective from July 01, 2026 to June 30, 2031 (both days inclusive).

Mr. Ramesh Rajan Natarajan is a Fellow member of the (ICAI). He was the Executive Director / Partner for Global Assurance of PwC International and is the Founder and Senior Partner of LeapRidge Advisors LLP.

He presently serves on the Board of Rane (Madras) Limited, ESAB India Limited and Cholamandalam Investment and Finance Company Limited. He has over 42 years of experience.

While considering the candidature, the NRC evaluated the balance of skills, knowledge and experience on the Board, and on the basis of such evaluation, prepared a description of the role and capabilities required of the Independent Director.

His role as an Independent Director requires skills, competence and expertise on industry, technology, business development, governance and allied disciplines in the context of automotive business. His qualifications, and experience of over 42 years across various industries and sectors have been considered to meet the required skills. Also considering his rich knowledge, experience and fulfilment of the various criteria for appointment as an Independent Director as specified in the Act, SEBI LODR, policies of the Company and based on the recommendations of the NRC, the Board of Directors recommends to the members that the appointment of Mr. Ramesh Rajan Natarajan would be beneficial to the Company.

Mr. Ramesh Rajan Natarajan is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration that he meets with the criteria of independence as prescribed both under Section 149(6) of the Act and provisions of SEBI LODR, that he has registered with the Independent Director databank maintained by Indian Institute of Corporate Affairs (IICA) and is exempted from the requisite proficiency test.

In the opinion of Board, Mr. Ramesh Rajan Natarajan fulfils the conditions for appointment as an Independent Director as specified in the relevant provisions of the Act and SEBI LODR and he / she is independent of management of the Company.

Other information relating to his appointment in accordance with Secretarial Standard – SS-2 and Regulation 36(3) of SEBI LODR is annexed to the Notice.

The terms and conditions of appointment as an Independent Director is available for inspection by members at the registered office of the Company between 10:00 hrs and 12:00 hrs up to the date of AGM and also on the policies section of website of the Company at www.ranegroup.com.

His appointment will also be governed by the policy of the Company applicable to the Board of Directors.

Mr. Ramesh Rajan Natarajan is interested in the resolution as it relates to his own appointment. None of the other Directors and KMP of the Company and their relatives are concerned or interested, financial or otherwise in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends passing the resolution as set out at item no.4 as a **special resolution.**

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

Siva Chandrasekaran
Secretary

Place: Chennai
Date: May 15, 2026

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

Annexure to the NOTICE dated May 15, 2026

Information about Director(s) seeking appointment / re-appointment of the notice convening 90th 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. Harish Lakshman	Mr. Ramesh Rajan Natarajan
I. Brief Resume		
Age (in years)	52	68
Director Identification Number (DIN)	00012602	01628318
Father's Name	Mr. L Lakshman	Late Mr. Justice Natarajan Sivasankar
Educational Qualifications	B.E. – BITS Pilani, MSM - Purdue University, USA	B.Com, FCA
Experience	Mr. Harish Lakshman has over 29 years of industrial experience in various domains like marketing, operations, export business developments and other corporate functions. He spearheads the Rane Group's initiatives to achieve accelerated profitable growth. He is also the Chairman and Managing Director of Rane (Madras) Limited and serves as the Chairman of Rane Group Companies. He is an Honorary Consul for New Zealand in South India.	Mr. Ramesh Rajan Natarajan is a Fellow member of the Institute of Chartered Accountants of India. He was the Executive Director / Partner for Global Assurance of PwC International and is the Founder and Senior Partner of LeapRidge Advisors LLP.
Nature of expertise	Industrial, technical, operational and managerial expertise in automotive and driving business across geographies, governance practices and expertize in allied disciplines.	Industrial, technical and managerial 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	May 19, 2004	July 01, 2026
Terms and Conditions of appointment	Re-appointment as Director, liable to retire by rotation.	Proposed to be appointed as Non-Executive Independent Director as per the resolution at item no. 4 of the Notice convening Ninetieth Annual General Meeting on August 13, 2026 read with explanatory statement thereto.
Past Remuneration (2025-26)	Remuneration for FY 2025-26 - ₹81,17,356 (being perquisite value of accommodation)	-
Remuneration Proposed	No approval is being sought for payment of remuneration. Eligible for remuneration in the form of salary, perquisites including rent free accommodation as per his appointment as Joint Managing Director as decided by the Board as per shareholder's approval.	No approval is being sought for payment of remuneration. Eligible for sitting fee for attending meetings of the Board and Committees of which he is a member and commission on profits as decided by the Board as per shareholder's approval.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Apart from receiving remuneration and corporate action related benefits as a shareholder of the Company, he has no other pecuniary relationship with the Company. Mr. Harish Lakshman is not related to any Managerial Personnel of the Company.	Apart from receiving remuneration and commission, he has no other pecuniary relationship with the Company. He is also not related to any Managerial Personnel of the Company

Name of the Director	Mr. Harish Lakshman	Mr. Ramesh Rajan Natarajan
Other Directorships	**Chairman:** Rane (Madras) Limited Rane Steering Systems Private Limited ZF Rane Automotive India Private Limited ZF Lifetec Rane Automotive India Private Limited **Director:** The KCP Limited Oriental Hotels Limited Lumax Industries Limited Young Presidents Organisation (Chennai Chapter) ACMA Mobility Foundation	**Director:** ESAB India Limited Cholamandalam Investment and Finance Company Limited Rane (Madras) Limited
Committee Memberships in other Boards	**Chairman:** **Audit Committee** Oriental Hotels Limited **Nomination and Remuneration Committee** Lumax Industries Limited **Corporate Social Responsibility Committee** Rane Steering Systems Private Limited Rane (Madras) Limited ZF Rane Automotive India Private Limited **Risk Management Committee** Rane (Madras) Limited Oriental Hotels Limited **Member:** **Audit Committee** The KCP Limited **Nomination and Remuneration Committee** The KCP Limited	**Chairman:** **Audit Committee** ESAB India Limited Cholamandalam Investment and Finance Company Limited Rane (Madras) Limited **Nomination and Remuneration Committee** ESAB India Limited Rane (Madras) Limited **Member:** **Nomination and Remuneration Committee** Cholamandalam Investment and Finance Company Limited **Risk Management Committee** Cholamandalam Investment and Finance Company Limited Rane (Madras) Limited **Stakeholders' Relationship Committee** Rane (Madras) Limited
Listed entities from which Director has resigned / ceased in the past three years	NIL	Indo National Limited TTK Healthcare Limited Kineco Limited
Number of meetings of the Board attended during the year (FY 25-26)	6	Not Applicable
Number of equity shares held including joint holdings	1,74,432*	-
Number of equity shares held as beneficial holders	-	-

*including joint holdings

REPORT OF THE BOARD OF DIRECTORS

Your Board of Directors hereby present to you the Ninetieth Annual Report covering the operational and financial performance together with the accounts for the year ended March 31, 2026 and other prescribed particulars.

1. State of Company's affairs

The Indian automotive and auto component industry continued its strong performance in FY 2025-26. Growth was underpinned by robust domestic consumption, sustained public capital expenditure, easing monetary conditions and broad-based expansion across automotive and auto components industry.

The operating companies in the group continued its focus on productivity and quality improvements during the year. The capacity utilization in all the plants improved significantly. The group companies scaled up the production in line with the demand and worked on several cost optimization measures to mitigate the inflationary environment. The companies continued to enhance customer relationships and increased business share across several customers. Rane and ZF continued to further strengthen their partnership by expanding the product portfolio within their joint venture.

1.1. Financial Performance

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

(₹ in Crores)

Particulars	2025-26	2024-25
Revenue from Operations	165.69	140.76
Other Income	5.76	2.90
Profit / loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	99.73	86.80
Less: Depreciation / Amortisation	4.83	5.82
Profit / loss before Finance Costs, Exceptional items and Tax Expense	94.90	80.98
Less: Finance Costs	4.99	1.68
Profit / loss before Exceptional items and Tax Expense	89.91	79.30
Add / (less): Exceptional items	-	-
Profit / (loss) before Tax Expense	89.91	79.30
Less: Tax Expense (Current & Deferred)	5.30	11.19
Profit / (loss) for the year (1)	84.61	68.11
Total Other Comprehensive Income / loss (2)*	5.74	5.02
Total (1+2)	**90.35**	**73.13**
Balance of profit / loss for earlier years	103.91	97.00
Less: Transfer to Reserves	-	(25.61)
Less: Dividend paid on Equity Shares	(54.26)	(35.69)
Balance carried forward	**134.60**	**103.91**

*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 ₹171.45 crores, increase by ₹27.79 crores compared to the previous year, due to increase in trade mark fee, service fee and dividend income. The Company netted a Profit After Tax (PAT) of ₹84.61 crores, which is 49.35% of the turnover for FY 2025-26 and this has resulted in Earnings per Share (EPS) of ₹59.25/- for FY 2025-26 as against an EPS of ₹47.70/- for previous Financial Year.

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

The Board of Directors, taking into consideration, the operational performance and financial position of the Company, have recommended a dividend of 470% (i.e., ₹47/- per share of ₹10/- each, fully paid-up) for approval of shareholders at the ensuing 90th Annual General Meeting (AGM) scheduled to be held on August 13, 2026. The total dividend on equity shares for FY 2025-26 would be ₹67.11 Crores.

On declaration of the dividend by the shareholders, it will be paid on August 24, 2026 to all the eligible shareholders, whose name appears in the register of members of the Company as on August 06, 2026, being the Record Date fixed for this purpose, subject to deduction of tax at source where applicable. The dividend for the FY 2025-26 would be ₹47/- per equity share of a face value of ₹10/- each.

An amount of ₹134.60 crores of the profit is available for appropriation as at the end of FY 2025-26. No amounts were transferred to the General Reserves.

The dividend pay-out is in accordance with the Company's Dividend Distribution Policy. The policy is on the website of the Company and weblink of the same is also available under '**Annexure (ii)**' to the report on Corporate Governance section of the Annual Report.

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 annual 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, 2026, 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 venture / 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 annual report and provided in '**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
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 services in North American region for Rane Group Companies.	100.00%
3.	Rane Holdings Europe GmbH, Germany (RHEG)	Providing business development and other related support services for Rane group companies in the European region.	100.00%
4.	Rane Steering Systems Private Limited (RSSL)	Manual steering columns and electric power steering.	100.00%
Joint Venture / Associate Companies			
5.	ZF Rane Automotive India Private Limited (ZRAI)	Hydraulic steering gear, Hydraulic pumps.	49.00%
6.	ZF Lifetec Rane Automotive India Private Limited (ZLRAI)[1]	Seat belts, seat webbings, airbags, airbag modules, inflators, crash sensors safety electronic systems.	49.00%
	- ZF Rane Occupant Safety Systems Private Limited (ZROS) (100% held by ZLRAI)[1]	Seat belts, seat webbings, airbags, airbag modules, inflators, crash sensors safety electronic systems.	49.00% *(through ZLRAI)*
	- TRW Sun Steering Wheels Private Ltd (TSSW) (100% held by ZLRAI)[1]	Manufacture of Steering Wheels.	49.00% *(through ZLRAI)*

Note:

1. Pursuant to the Scheme of Demerger effective February 01, 2026.

During the year, Rane Engine Valve Limited and Rane Brake Lining Limited, subsidiaries of the Company were amalgamated with Rane (Madras) Limited and dissolved without winding up pursuant to scheme of amalgamation coming into effect on April 07, 2025.

On February 01, 2026, the Company acquired 49% equity in ZF Lifetec Rane Automotive India Private Limited (ZLRAI), pursuant to the demerger of the Occupant Safety Division of ZF Rane Automotive India Private Limited into ZLRAI. Further in accordance with the Scheme of Demerger, the investments held by ZRAI in TSSW and ZROS were transferred to ZLRAI and thus became subsidiaries of ZLRAI.

1.7. Consolidated financial statements

The consolidated financial statements of the Company 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, 2026. In case of four subsidiaries (including a step-down subsidiary), 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 (LODR), wherever applicable. The Board of Directors have also constituted an Executive Committee and a Finance Committee. The Corporate Governance Report given in **'Annexure E'** contains an overview of the role, terms of reference, meetings and composition of the Board of Directors of the Company and its Committees.

The following are the details of changes in composition of the Board of Directors and its Committees.

a. Mr. Ganesh Lakshminarayan (DIN: 00012583) 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.

b. Mr. Ramesh Rajan Natarajan (DIN: 01628318) was appointed as an Additional director (Independent category) w.e.f July 01, 2026. A proposal is being placed before the shareholders at the ensuing Annual General Meeting for appointing Mr. Ramesh Rajan Natarajan as an Independent Director for a first term of five consecutive years from July 01, 2026 to June 30, 2031.

c. Mr. Pradip Kumar Bishnoi (DIN: 00732640), Independent Director of the company will retire from the Board and its Committees as per the retirement policy of the Company, with effect from July 01, 2026.

d. Consequent to the retirement of Mr. Pradip Kumar Bishnoi, the Board of Directors of the Company have inducted Mr. Ramesh Rajan Natarajan as Chairman of the Audit Committee and Member of the Nomination and Remuneration Committee and Risk Management Committee respectively with effect from July 01, 2026. Mr. M M Murugappan was inducted as Member of the Audit Committee with effect from July 01, 2026.

Other than the above changes, there were no other changes in the composition of the Board of Directors / Committees during this year.

The Board of Directors are of the opinion that the Directors proposed for appointment / re-appointment at the ensuing 90th 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 is available on the website of the Company and weblink of the same is also available under the Corporate Governance section of the Annual Report.

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 Companies Act, 2013 (Act) and Regulation 25 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (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 2025-26 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 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. Harish Lakshman (DIN: 00012602) retires by rotation at the ensuing 90th Annual General Meeting (AGM) and being eligible, he offers himself for re-appointment. The proposal for re-appointment of Mr. Harish Lakshman as a director is included in the notice convening the 90th 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.

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 decisions and discussions 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 is available on the website of the Company and weblink of the same is also available under '**Annexure (ii)**' to the report on Corporate Governance section of the Annual Report.

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

During the year under review, there are no changes in the Key Managerial Personnel (KMP) & Senior Management Personnel (SMP) of the Company.

As at year end March 31, 2026, 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 KMP, respectively, within the meaning of Section 2(51) of the Act.

The SMPs other than KMPs, as at the year ended March 31, 2026 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 (Senior Vice President – Human Resource).

Mr. Siva Chandrasekaran, Secretary of the Company will be superannuating from the services of the Company with effect from May 31, 2026 and Ms. S Subha Shree, Associate Vice President – Secretarial has been appointed as Secretary of the Company w.e.f June 01, 2026 based on the recommendation of the NRC and approval of Board of Directors of the Company.

2.8. Remuneration policy

The policy contains criteria for determining positive 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 is available on the website of the Company and weblink of the same is also available under '**Annexure (ii)**' to the report on Corporate Governance section of the Annual Report.

There has been no change in this policy during the financial year 2025-26.

In accordance with the said policy, approval was obtained from the shareholders by way of postal ballot dated March 17, 2025, in terms of Regulation 17(6) (e) of SEBI LODR, 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 during the Financial Year 2025-26 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 of SEBI LODR and other applicable provisions of SEBI LODR, as amended from time to time.

3.2. Statutory Auditor

M/s. B S R & Co. LLP, (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 and as per the members approval at the 89th Annual General Meeting (AGM) for a second term of five consecutive years i.e., from the conclusion of 89th AGM (2025) until the conclusion of the 94th AGM (2030).

During the year under review, in compliance with SA 260 read with directives of National Financial Reporting Authority (NFRA) issued on January 07, 2026, the entire Board of Directors has been determined by the Statutory Auditors as Those Charged With Governance (TCWG). The detailed audit plan, risk assessments and interim update on audit progress and significant audit findings were communicated by the Statutory Auditors to the Board of Directors.

In connection with the final audit update for financial year 2025-26, meetings between Statutory Auditors and TCWG was held prior to the consideration and approval of the financial results and statements (both standalone and consolidated). The Board of Directors acknowledged all the matters communicated and noted that there are no significant areas of concern.

The Statutory Auditors' report to the members for the year ended March 31, 2026 does not contain any qualification, reservation, adverse remark or disclaimer.

Also, there has been no instance of fraud reported by the statutory auditors for the period under review.

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 Section 148(1) of the Act is not applicable for the business activities carried out by the Company.

3.4. Secretarial Auditor

M/s. B Chandra & Associates, a firm of Company Secretaries in Practice, are the Secretarial Auditors of the Company as per the members approval accorded at the 89th AGM of the Company for a period of five years from financial year 2025-26 to financial year 2029-30. The Secretarial Audit report given in '**Annexure B'** was taken on record by the Board of Directors at their meeting held on May 15, 2026. The report does not contain any qualification, reservation, adverse remark or disclaimer.

3.5. Internal Auditor

M/s. Capri Assurance and Advisory Servicies, a firm of independent assurance servicie 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 Auditor 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, management 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 and the Board, wherever required 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 RPT 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 have any pecuniary relationships or transactions with the Company. The policy on RPT as approved by the Board available on the website of the Company and weblink of the same is also available under '**Annexure (ii)**' to the report on Corporate Governance section of the Annual Report.

Save as otherwise disclosed elsewhere in this Annual Report, none of the Directors or Key Managerial Personnel or Senior Management Personnel have any material, financial and commercial transactions (except payment receipt of their remuneration / sitting fee, as applicable), which may have potential conflict with interest of the Company at large.

6. Corporate Social Responsibility (CSR)

The Rane Group's vision on CSR is: **"To be 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 and Manging Director, Mr. Harish Lakshman, Vice Chairman and Joint Managing Director and Dr. Brinda Jagirdar, Independent Director as its members.

During the year the Company has contributed a sum of ₹76.82 lakhs towards CSR activities as per the CSR policy and recommendations of the CSR Committee. The **'Annexure D'** to this report contains the Annual Report on CSR activities of the Company for FY 2025-26. The CSR policy of the Company is available on the website of the Company and weblink of the same is also available under '**Annexure (ii)**' to the report on Corporate Governance section of the Annual Report.

Further, in terms of the CSR Rules, the Chief Financial Officer 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 2025-26.

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) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 are given hereunder:

Foreign Exchange earnings and outgo

(₹ in Crores)

Foreign Exchange	2025-26	2024-25
Earnings	13.02	1.01
Outgo	0.52	72.84

8. Corporate Governance Report

The Company is committed to maintain the highest standards of corporate governance and effective compliance 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 2025-26 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) of the Act read with Rule 5 of the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 is 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 as part of the Corporate Governance report are provided in **'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 are available on the website of the Company: www.ranegroup.com. The weblinks to the polices are also available under '**Annexure (ii)**' to the report on Corporate Governance Section of this Annual Report.

e. The copy of the Annual Return is available on the website of the Company and weblink of the same is also available under 'Annexure (ii)' to the report on Corporate Governance section of the Annual Report. Corporate Governance section of the Annual Report.

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 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.

k. The Company has established a formal vigil mechanism named 'Rane Whistle Blower Policy' for reporting improper or unethical practices or actions which violate the code of conduct of the Company. The policy which is also available on the intranet portal of the Company provides for adequate safeguard against victimisation and direct access to the Chairman of the Audit Committee for the employees to state their complaints / grievances.

l. 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 for more than 90 days - Nil

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

m. The Company has duly complied with the provisions of Maternity Benefits Act, 1961.

n. In compliance with the MCA Circulars and Regulation 36(1)(a) of SEBI LODR, the notice of AGM and Annual Report for FY 2025-26 is being sent only through electronic mode to those members whose e-mail address is registered with the Company, RTA / Depositories. Further, in compliance with Regulation 36(1)(b) of SEBI LODR, a letter providing the web-link, including the exact path, where Annual Report for the FY 2025-26 is available, is being sent to those members whose e-mail address is not registered with the RTA / Depositories.

Annual General Meeting

The 90th AGM would be conducted through Video Conferencing or Other Audio-Visual Means on Thursday, August 13, 2026 at 15:00 hrs (IST). AGM notice shall carry the 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 15, 2026

Ganesh Lakshminarayan
Chairman & Managing Director
DIN: 00012583
Place: Coonoor
Date: May 15, 2026

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.

2. Economic Review

2.1. Global Economy

During FY 2025-26, the global economy operated against a backdrop of significant trade realignment, as the United States imposed reciprocal tariffs on imports from multiple trading partners. These measures combined with country-specific duties and Section 232 actions on steel, aluminium and select automotive components elevated policy uncertainty, unsettled business sentiment and prompted companies to reassess sourcing strategies and capital allocation decisions. Despite this heightened trade-policy uncertainty, global activity remained resilient for much of 2025, supported by easing financial conditions, robust services demand, continued investment in digitalisation and artificial intelligence, and front-loaded orders ahead of tariff changes. The International Monetary Fund (IMF) estimates that the global economy expanded by 3.4% in 2025.

The operating environment deteriorated materially with the outbreak of war in the Middle East in late February 2026, which led to a large-scale disruption of shipping flows through the Strait of Hormuz. Brent crude prices surged above US$100 per barrel, LNG availability tightened, and flows of other industrial commodities were curtailed. In parallel, longer shipping transit times, higher freight and insurance costs, and sharp currency movements cascaded into elevated input costs across manufacturing, logistics and energy-intensive sectors, forcing companies to recalibrate sourcing, inventory and pricing strategies.

The IMF projects global growth at 3.1% in 2026 and 3.2% in 2027, down from 3.4% in 2025 and well below the pre-pandemic (2000–19) average of 3.7%. The downward revision for 2026 largely reflects the disruptions from the Middle East conflict, partly offset by the carryover from strong 2025 activity and reduced effective tariff rates following recent US bilateral trade agreements. The reduction in the growth rates is notably more pronounced for commodity-importing emerging market and developing economies, and global headline inflation is expected to tick up in 2026.

The global outlook remains cautious, with downside risks dominating. A longer or broader conflict, renewed trade tensions, or worsening geopolitical fragmentation could significantly weaken growth and destabilise financial markets. Navigating this environment will require policy agility, continued investment in productivity-enhancing technologies, and a sustained focus on supply-chain resilience and energy security.

2.2. Indian Economy

Against a challenging external backdrop, India continued to outperform its peers and remained the fastest-growing major economy during FY 2025-26 with a 7.6% Year-on-Year (YoY). Growth was underpinned by robust domestic consumption, sustained public capital expenditure, easing monetary conditions and broad-based expansion across manufacturing and services.

FY 2025-26 marked a notable shift in India's consumption landscape, supported by the rationalisation of the GST framework. The revised structure with simplified tax slabs and reduced the overall tax incidence on mass-market categories, including reduction in GST on small passenger vehicles and two-wheelers (up to 350cc) from 28% to 18%, while auto component rates were aligned at 18%. The changes also extended to consumption-linked sectors such as consumer durables, cement and construction materials, improving affordability across a broad base of products.

Reinforced by multiple repo rate cuts by the Reserve Bank of India, the personal income tax relief announced in Union Budget 2025, a favourable monsoon, and buoyant rural demand, these measures delivered a substantial fillip to household spending, vehicle sales, housing and discretionary consumption.

India's economy also proved remarkably resilient to trade headwinds. US tariffs on Indian goods, which escalated from 25% in early August 2025 to 50% later that month (including a 25% penalty linked to Russian oil imports), were substantially unwound following the US-India trade framework announced under which the additional 25% penalty was removed and the reciprocal rate was temporarily set at 10% with effect from February 24, 2026. While specific tariffs on steel, aluminium and select automotive components remain in place, the broader de-escalation has restored export competitiveness for Indian industry.

Looking into FY 2026-27, the outlook is balanced. On the positive side, the carryover from strong FY 2025-26 activity, the lower effective US tariff rate, benign domestic inflation through most of FY 2025-26, a steady investment cycle, and continuing reform momentum provide a firm foundation. However, the war in the Middle East poses clear near-term pressures. As a net energy importer that sources a significant share of crude oil and LNG through the Strait of Hormuz, India is exposed to higher and more volatile oil and gas prices, imported inflation, currency weakness, rising freight and insurance costs, and potential demand moderation in key export markets. The RBI expects domestic inflation to edge higher in the coming quarters as crude price pass-through accumulates, and the pace of further monetary easing is likely to moderate. Even so, India's diversified growth drivers, strong domestic demand base, healthy corporate and bank balance sheets, and policy buffers position it to absorb these shocks better than most peers and to continue delivering solid growth in FY 2026-27. IMF projects India to remain the world's fastest-growing major economy, with real GDP growth forecasted at 6.5% for 2026.

3. Automobile Industry Review

3.1. Global Automobile Industry

FY26 witnessed steady but uneven performance for the global automobile industry. Global new vehicle sales rose approximately 3.4%, with production improving as semiconductor constraints eased and OEMs brought supply closer into balance with demand. Emerging markets continued to provide incremental growth, while replacement demand and improved vehicle availability supported developed markets. The industry also witnessed sustained momentum in electrification and technology investments, reflecting a clear, if uneven, shift towards future mobility.

In US, light vehicle sales grew by 2.3% YoY, aided by better inventory and strong demand for hybrids. However, the expiration of federal EV tax credits triggered a sharp moderation in battery electric vehicle demand in the fourth quarter, with consumers gravitating to hybrids as a lower-cost electrification option amid high interest rates and elevated vehicle prices. In Europe, recovery continued at a modest pace, constrained by elevated energy costs, regulatory transitions and subdued demand in core economies. European automakers also face growing competitive pressure from Chinese manufacturers, with China-made vehicles accounting for approximately 7% of EU car sales in 2025 and that share continuing to rise as Chinese OEMs expand localised production in Europe. In China, volumes reached multi-year highs in 2025, though the halving of New Energy Vechicle (NEV) tax exemptions from January 01, 2026 and the winding down of trade-in subsidies are expected to moderate growth in the current year.

The 2026 operating environment is more challenging. Global light vehicle sales are forecast to remain broadly flat with global production expected to edge down by about 0.4%. The combination of trade realignment, the Middle East conflict, sharply higher energy prices, elevated commodity and freight costs, and currency volatility is exerting further upward pressure on vehicle prices and testing just-in-time production models. In response, OEMs are accelerating the regionalisation of supply chains, prioritising cost optimisation, and adopting flexible powertrain strategies in which hybrids play an important transitional role.

Overall, the global automobile industry in 2026 is characterised by stable but uneven demand, slowing electrification momentum in some mature markets, and heightened strategic complexity. Software capabilities, cost discipline and supply-chain resilience are emerging as the key competitive differentiators. While the long-term transition to electrified, software-defined and autonomous vehicles remains intact, near-term growth is expected to be measured as the industry adapts to a more fragmented and risk-conscious global environment.

3.2. Indian Automobile Industry

India's automobile industry witnessed strong demand during FY26, supported by improved affordability and policy support (GST rate reductions). The automotive production across major vehicle segments benefited by steady domestic demand and India's growing importance as an automotive manufacturing and export hub.

The Passenger Vehicle (PV) segment recorded their highest-ever production in FY26, growing 9% YoY. The growth was largely driven by utility vehicles, which continued to gain share, while passenger cars saw 4% growth. The segment also saw strong export momentum, with overseas shipments rising 17.5%. Electric Passenger Vehicle (EPV) adoption also accelerated sharply, with registrations rising more than 80% during the year, contributing to overall growth.

After two sluggish years, the Commercial Vechicle (CV) sector staged a broad-based recovery in FY26, driven by policy support and improving demand fundamentals. The Medium and Heavy Commercial Vehicles (M&HCV) segment recorded a robust 16% growth supported by infrastructure-linked goods movement and school bus demand. The Light Commercial Vehicles (LCV) segment grew by 11% driven by demand from last mile delivery uses.

India's tractor industry posted a record-breaking performance in FY26, with 24% YoY growth, driven by sustained rural demand, a reduction in GST rates, and robust agricultural output. Two-Wheelers reclaimed their pre-COVID peak, with a growth of 12%, driven by the combination of GST-led affordability, improved rural cash flows, and a broadening product portfolio that catered to EV segment.

Overall, the Indian automobile industry in FY26 demonstrated resilience amid transition. While growth was supported by domestic consumption, rural recovery and policy tailwinds, the year also highlighted the increasing complexity of operating in a regulatory intensive and capital heavy environment. The sector's long term trajectory remains positive, anchored by infrastructure development, manufacturing localisation, electrification and sustained domestic demand, albeit with near term performance remaining nuanced and segment specific.

Industry Segment (Production figures)	Growth in % (YoY change)	
Vehicles	**FY26**	**FY25**
Passenger Cars (PC)	4	(12)
Utility Vehicles (UV)	12	14
Multi-Purpose Vans (MPV)	10	8
Passenger Vehicles (PV)	9	3
Light Commercial Vehicles (LCV)	11	(5)
Medium & Heavy Commercial Vehicles (M& HCV)	16	(3)
Commercial Vehicles (CV)	13	(4)
Farm Tractors (FT)	24	6
Two Wheelers (2W)	11	11

Source: Society of Indian Automobile Manufacturers (SIAM)

3.3. Indian Auto Component Industry

The Indian auto component industry continued its strong performance in FY 2025-26. According to the Automotive Component Manufacturers Association of India (ACMA), the industry turnover in the first half of FY26 grew 6.8% YoY supported by stable domestic demand, a resilient aftermarket, and sustained investments in capacity expansion, localisation and technology upgrades. Supplies to Original Equipment Manufacturers (OEMs) rose 7.3%, led primarily by the passenger vehicle and light commercial vehicle segments. Notably, auto component exports grew 9.3% despite tariff-related headwinds, elevated raw material costs and moderating demand in several developed markets, with the United States and Germany remaining among the largest destinations. With the benefit of the GST rate reduction translating into stronger vehicle demand in H2 FY 2025-26, full-year performance is expected to build further on this momentum.

Over the medium term, the industry is undergoing a structural transformation. Growth is being driven by rising vehicle penetration, higher technology content per vehicle, accelerating EV adoption, tightening emission norms, and the gradual mainstreaming of Advanced Driver Assistance Systems (ADAS). These trends are creating meaningful incremental demand for power electronics, sensors, control units, precision-engineered components and software-enabled systems. The Production Linked Incentive (PLI) schemes for automobiles and auto components, coupled with duty exemptions on lithium-ion battery scrap and expanded capital goods exemptions for EV production announced in Union Budget 2025-26, are accelerating localisation and are estimated to attract fresh investments of ₹25,000 – ₹30,000 Crores in FY 2025-26 alone. Despite near-term headwinds from input cost volatility, currency movements and Middle East-related logistics pressures, the Indian auto component industry is well positioned to benefit from domestic volume growth, rising technology intensity, and its expanding role in global automotive supply chains.

3.4. Indian Automotive Aftermarket Industry

The Indian automotive aftermarket sustained strong momentum during FY 2025-26, benefiting from a large and rapidly expanding vehicle parc, improving formalisation, and the largely non-discretionary nature of vehicle maintenance and replacement spend. As per ACMA, the aftermarket segment grew approximately 9% year-on-year in H1 FY 2025-26, outpacing overall industry growth and underlining its resilience even in a challenging global environment. India is expected to be the fastest-growing aftermarket in the region over the coming years, supported by favourable domestic demand trends and a rising vehicle parc.

The aftermarket is increasingly evolving towards more organised and technology-enabled operating models. Digital platforms, multi-brand service networks, e-commerce-led distribution and organised retail chains are enhancing product availability, pricing transparency and customer access across the value chain. At the same time, rising vehicle complexity, higher electronics content and the gradual spread of EVs are driving demand for advanced components, diagnostic capabilities and skilled workshop talent. The combination of steady underlying demand, improving industry structure and favourable long-term fundamentals positions the Indian aftermarket as an increasingly important growth engine for the broader component ecosystem.

3.5. Opportunities and Threats

India's automotive sector stands at a pivotal juncture, offering multiple growth opportunities alongside a more complex risk environment. India has firmly established itself as the world's third-largest automobile market, supported by a deep domestic consumption base, policy initiatives such as the Production Linked Incentive (PLI) schemes, duty concessions on EV components, and its growing reputation as a manufacturing and export hub. The GST 2.0 reform has meaningfully improved affordability across mass-market segments and is expected to sustain consumption-led growth into FY 2026-27. The auto component industry is poised for significant expansion with potential to nearly double by 2030, supported by rising localisation, technology intensity and exports. The aftermarket is also evolving rapidly as the vehicle parc expands and consumers increasingly embrace organised and digitally-enabled service channels.

India's strategic position in global supply chains offers a distinct opportunity. As global OEMs diversify sourcing away from traditional markets, India's cost competitiveness, deep engineering talent pool, improving logistics infrastructure and large skilled workforce position it as a preferred "China plus one" partner. Ongoing trade realignments and supply-chain diversification by multinational OEMs are opening up further space for Indian manufacturers to integrate into international networks and capture incremental market share.

The industry, however, is exposed to several headwinds. The war in the Middle East has introduced elevated geopolitical risk, with direct implications for energy prices, freight and insurance costs, currency stability, and supply-chain reliability, especially given the exposure of key shipping routes passing through the Strait of Hormuz. Input cost volatility in steel, aluminium, precious and rare-earth metals, and semiconductors remains a concern. Trade protectionism, evolving tariff regimes, and policy uncertainty in key export markets could affect investment flows and export momentum. Domestically, pockets of affordability pressure in the mass vehicle segment, uneven rural income recovery, and the capital-heavy nature of the electrification and ADAS transitions could affect demand patterns and return profiles. Proactive risk management, supply-chain diversification, localisation of critical components, and continued investments in engineering and digital capabilities will be essential to navigate this environment.

3.6. Outlook

The long-term outlook for the Indian automotive and auto component industry remains decisively positive, anchored by a durable set of structural drivers: rising per capita incomes and urbanisation, sustained infrastructure build-out, deepening manufacturing localisation, the accelerating transition to electrified and software-defined vehicles, and India's expanding integration into global automotive supply chains. Passenger vehicle demand is expected to remain supported by continued preference for utility vehicles and a gradual rise in alternative powertrains such as CNG, hybrid, and electric vehicles. In the two-wheeler segment, growth is likely to be driven by improving rural demand and financing availability, while premiumisation trends are expected to sustain demand in higher-value categories. Commercial vehicle demand is expected to remain linked to economic activity and replacement requirements, with buses expected to outperform within the segment.

In the near term, however, the industry must navigate several headwinds. While domestic demand remains stable, the industry continues to monitor external risks that could influence the operating environment. Factors such as geopolitical developments, volatility in crude oil and commodity prices, exchange-rate movements, and potential supply-chain disruptions could affect production costs, demand sentiment, and exports. At the same time, ongoing adoption of cleaner technologies, evolving regulatory norms, and increasing focus on safety and technology content per vehicle are expected to influence product mix and investment priorities. Overall, the outlook points to stable volume growth accompanied by structural shifts in technology and demand composition, positioning the industry for sustained development over the medium term.

4. Financial Review

Standalone Financial Highlights

- Total Revenue was ₹171.45 Crores for FY26 as compared to ₹143.66 Crores for FY25, increase of 19.34%.
- Operating revenue increased to ₹165.69 Crores in FY26 from ₹140.76 Crores in FY25 due to higher Service fee and trademark fee income.
- Other income increased to ₹5.76 Crores in FY26 from ₹2.90 Crores in FY25 due to higher interest income during FY26.
- EBITDA stood at ₹99.73 Crores as compared to ₹86.80 Crores during FY25, increase of 14.90%.
- Net profit stood at ₹84.61 Crores for FY26 as compared to ₹68.11 Crores for FY25.

Consolidated Financial Highlights

- Total revenue was ₹5,907.16 Crores for FY26 as compared to ₹4,380.34 Crores for FY25, an increase of 34.86%.

- EBITDA stood at ₹460.73 Crores for FY26 as compared to at ₹346.63 Crores for FY25, recording an increase of 32.92%.
- Net profit stood at ₹136.78 Crores for FY26 as compared to a profit of ₹220.85 Crores for FY25.

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

Standalone

Sl. No	Ratios	Unit of Measurement	March 31, 2026	March 31, 2025	Significant change (Δ 25%)	Reason for significant change in FY26
1	Debtors Turnover	Times	8.22	8.39	NA	NA
2	Current Ratio	Times	1.52	2.41	(37)%	*
3	Interest Coverage ratio	Times	19.03	48.11	(60)%	**
4	Debt Equity Ratio	Times	0.03	0.10	(74)%	***
5	Operating Profit Margin	%	57%	55%	NA	NA
6	Net Profit Margin	%	51%	48%	NA	NA
7	Return on Net worth	%	13%	11%	NA	NA
8	Return on Capital Employed	%	15%	12%	NA	NA

**Lower current ratio due to lower short-term investments*

*** Lower interest coverage due to higher interest payments during the year.*

**** Due to prepayment of term loan during FY'26*

The other ratios as required under Schedule III are disclosed in Note no. 31 to the Financial Statements.

Consolidated

Sl. No	Ratios	Unit of Measurement	March 31, 2026	March 31, 2025	Significant change (Δ 25%)	Reason for significant change in FY26
1	Debtors Turnover	Times	5.92	5.72	NA	NA
2	Inventory Turnover	Times	6.53	5.58	NA	NA
3	Current Ratio	Times	0.88	0.93	NA	NA
4	Interest Coverage ratio	Times	3.09	2.49	NA	NA
5	Debt Equity Ratio	Times	0.67	0.74	NA	NA
6	Operating Profit Margin	%	4%	4%	NA	NA
7	Net Profit Margin	%	2%	5%	(54)%	*
8	Return on Net worth	%	10%	18%	(44)%	*
9	Return on Capital Employed	%	10%	9%	NA	NA

** FY25 profit includes exceptional item of ₹176 crores by RSSL towards settlement amount received from NSK Limited, Japan. FY26 profit includes RHL share of warranty provision of ₹85 Crores (net of tax) provided by ZRAI.*

5. Business Review

5.1. Rane Holdings Limited (RHL)

- The Group aggregate sale for FY26 was ₹8,414 Crores.
- Group continued to engage in various lean measures to improve productivity.
- Implemented strategic savings initiatives on power, sourcing etc., at the group level.

5.2. Subsidiaries

5.2.1. Rane (Madras) Limited (RML)

On April 07, 2025, Rane Brake Lining Ltd. and Rane Engine Valve Ltd. were amalgamated with and into RML.

The amalgamation has resulted in synergies and new growth prospects for RML besides simplification of the group structure, aligning shareholder interests, enhancing operational efficiency, and achieve diversification in product offerings.

On consolidated basis, total revenue from sale of products increased to ₹3,816.63 crores in FY26 from ₹3,364.28 crores in FY25. Net profit stood at ₹107.48 crores in FY26 against a net profit of ₹37.65 crores in FY25.

5.2.2. Rane Steering Systems Private Limited (RSSL)

RSSL registered a total revenue of ₹2,018.20 crores for FY26 as compared to ₹1,708.05 crores for FY25. RSSL earned Net profit of ₹34.76 crores in FY26 against ₹71.29 crores earned during FY25.

5.3. Joint Ventures / Associate Companies

5.3.1. ZF Rane Automotive India Private Limited (ZRAI)

Effective from February 01, 2026, the Occupant Safety Division along with related investments were transferred to ZF Lifetec Rane Automotive India Private Limited ('ZLRAI'), on a going concern basis.

In ZRAI, total revenue of the continuing operations was ₹1,014.15 crores for FY26 as compared to ₹899.86 crores for FY25, recording an increase of 13.32%. ZRAI earned a net profit of ₹65.44 crores in FY26 as compared to ₹60.24 crores earned during FY25.

5.3.2. ZF Lifetec Rane Automotive India Private Limited (ZLRAI)

ZLRAI became a Joint Venture / Associate Company with effect from February 01, 2026.

On consolidated basis, total revenue stood at ₹1,767.08 crores in FY26. Net loss stood at ₹99.43 crores in FY26. This includes exceptional expenses towards warranty provision amounting to ₹181 crores (net of tax).

Pursuant to the Scheme of Demerger, ZLRAI holds 100% equity in TRW Sun Steering Wheels Private Limited and ZF Rane Occupant Safety Systems Private Limited.

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. 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
Strategic	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.	The Company constantly strives to: (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.
Strategic	Technology Obsolescence Risk	Auto industry and customer preference undergo changes, resulting in technology obsolescence.	The Company has consistently delivered cutting-edge technology products with enhanced R&D capabilities, localisation of testing and validation capabilities.
Strategic	Competition	Maintaining market share in the competitive market and availability of unorganised players pose further challenges.	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.

	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.
	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.

7. Human Resource Development and Industrial relations

At the heart of the Rane Group's enduring success is a profound gratitude for its people, who are embraced not merely as resources, but as critical partners in growth and excellence, driving initiatives across talent development, digital transformation, wellness, and diversity.

7.1. Talent Development Initiatives

In FY26, the Company focused heavily on building leadership capacity and enhancing manufacturing capabilities through the following programs:

Leadership Development

7.1.1 Leadership Boot Camp (LBC) & Ranvocation

To seamlessly transition entry-level graduates from academia to the corporate environment, Rane Group implemented an intensive LBC featuring plant visits, cross-functional collaboration, and mentorship by senior leaders. This year, 2 high-potential individuals were selected to embark on this journey, which notably included an outbound collaboration and communication workshop. 1 Management Trainee completed the year-long development journey, celebrated at the annual Ranvocation event.

7.1.2. Young Leadership Development (YLD)

This flagship program enables individual contributors to successfully transition into first-time managers. The 9th batch commenced in partnership with KREA University, featuring gamified learning tools, interactive webinars, and outbound experiential learning at the Pegasus Institute in Pondicherry and 1 participant from the company was part of the program. Furthermore, participants from earlier batches underwent a specialized workshop to enhance business acumen, culminating in case study presentations to business leaders and 1 participant from the company was part of this workshop.

7.1.3. High Potential Leadership Development (HPLD)

Aimed at building leadership competencies for department heads transitioning to broader functional and operational roles, the 10th batch of HPLD was launched and there were 2 participants from the company. The cohort utilized interactive development centers, case studies, and business simulations, and successfully completed the TOP GEAR residential program at the Great Lakes Institute of Management to enhance strategic thinking and execution excellence.

7.1.4. Supervisory Development Program (SDP)

Designed to enhance shop floor efficiency, SDP equipped participants with essential supervisory skills such as team motivation, performance management, and safety protocols. The program covered multiple batches across Chennai, Trichy, and Hyderabad.

7.1.5. Rane Manufacturing Systems Professionals (RMSP)

Focused on enhancing plant performance and technical expertise, the refreshed RMSP 4.0 framework facilitated 102 successful Productivity, Quality, Cost, Delivery and Safety (PQCDS) improvement projects this year. To deepen specialized technical proficiency, Rane partnered with premier institutions to launch programs in Vehicle Dynamics (SASTRA University) and Tribology (PSG College of Technology). The annual RMSP Technology Day was also hosted at ZF Rane Automotive India to showcase the latest manufacturing advancements and foster cross-functional knowledge sharing.

7.2 Cultivating Excellence

7.2.1. High-Performance Culture (ACE Awards)

Rane's organizational resilience is rooted in the cultural philosophy of Maithri (goodwill, friendship, and bonding). To translate these values into tangible performance, the Achieving and Celebrating Excellence (ACE) Awards drive annual business goals by evaluating units across four strategic pillars: Plant Operations (benchmarked on QCDPSM parameters), High-Impact Initiatives, HR Practices, and overall Business Performance. Through ACE, the organization fosters a high-performance culture that aligns the spirit of Maithri with sustainable stakeholder value.

7.2.2. Plant, Functional Heads Meeting

The Rane Group Senior Management Meet brought together Plant and Function Heads to align business objectives with stakeholders demands, focusing on sustainable growth and operational efficiency. Leaders reviewed cost-transformation projects to embed a lasting mindset of cost excellence and cross-functional collaboration. Additionally, industry experts highlighted how to navigate global supply chain shifts and build a competitive "Right to Win" through technological differentiation and operational excellence. The event included strategic briefings on new labour codes to ensure proactive workforce management.

7.3. HR Tech Transformation & Digital Learning Journey

Recognizing that organizational expansion adds complexity, Rane evolved its digital HR ecosystem to build a connected, future-ready workforce.

7.3.1. "HR Hub" Unified Platform

The Group transitioned to a cloud-based HR system powered by PeopleStrong, consolidating fragmented and distributed systems to manage the entire employee lifecycle—from recruitment and onboarding to learning and payroll—into a seamless, mobile-first experience. This transformation empowers employees with independent access to HR services, minimizes administrative bottlenecks, and provides managers with real-time workforce visibility.

7.3.2. Digital Human Resource Management (DHRM):

The company rolled out a comprehensive DHRM application to modernize workforce management and ensure a seamless transition from legacy system. Specifically tailored for Trainees and Contract Labor, DHRM standardizes HR processes across the Group through end-to-end lifecycle management, featuring 100% digital onboarding, biometric-integrated attendance, and statutory-compliant payroll processing. The system further enhances shop floor capabilities by integrating with the 'Bodhi' training platform for real-time skill mapping and evaluations, while simultaneously strengthening governance through automated manpower planning, standardized shift configurations, and systemic safeguards such as mandatory rest periods to ensure regulatory compliance and operational transparency.

7.3.3 Digital Learning Hub

Rane successfully migrated its learning platform, delivering weekly microlearning content on leadership, functional competencies, and wellness. Learner engagement was significantly boosted through gamification elements like weekly quizzes, cohort challenges, and an L&D leaderboard, while partnerships with NPTEL and The Hindu Group expanded access to short-term certifications and language skills development.

7.4. Employee Experience & Work Culture (The Rane Pulse)

To measure employee experience and drive actionable workplace improvements, the company utilizes The Rane Pulse framework in partnership with W.E. Matters. This comprehensive model evaluates the organization to build a stronger workplace across the following pillars:

- Guiding Success (Leadership & Management): Focuses on building trust through leadership and business confidence, enhancing manager effectiveness via goal-setting and coaching, and fostering a culture of belonging, diversity of thought, and teamwork.
- Supporting Growth (Organization & Well-being): Tracks organizational performance (such as career opportunities and pay-performance linkage), monitors employee care, work-life harmony, and workplace safety, and evaluates the effectiveness of HR practices and benefits.

7.5. Wellness at Rane

Holistic employee well-being remains a top priority, supported by robust Health, Safety, and Environment (HSE) practices and thorough ergonomic workplace assessments. The Group promoted healthy habits through the Wellness Corner app, mental health support, and financial wellness programs. Fostering camaraderie and active living, the Rane Premier League inter-group cricket tournament brought together top talent across entities, while employees showed massive enthusiasm for community fitness, with over 190 employees participating in the Freshworks Chennai Marathon 2026. Showcasing strong team spirit and endurance, employees successfully completed various distances, including the 10 km, Half Marathon, 20 Miler, and Full Marathon.

7.6. DEI at Rane

The Group strengthened its commitment to diversity through the **Women at Work (W@W)** initiative, which aims to cultivate an "Engaged, Enthused, and Empowered" community. By offering dedicated mentorship with executive coaches and collaborative group sessions, the program provides female employees with the crucial networking platforms and resources required to support their career ambitions and professional advancement.

Further, to further foster a high-performance and equitable culture, an **"Inclusive Leadership in Action"** workshop was organized for 9 senior leaders, focusing on addressing biases and building diverse workplaces.

7.7. Industrial Relations

Industrial relations remained highly cordial across all group plants. The Group-level Industrial Relations Council continues to promote harmony and a healthy working environment by focusing on the seamless implementation of labor legislation, sharing best practices, and executing workforce mix planning for optimal deployment. Furthermore, Rane's digital-first approach to the new Labour Codes ensures modernized compliance and trust across the workforce.

8. 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.

8.1. Education:

The Rane Vidyalaya, established at Manachanallur, 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 2025-26, it reached a student strength of 1048 in its Eighth year of operations, operating from LKG to XI. The school has achieved 100% pass percentage in the X standard board examination in the academic year 2025-26. The first batch of XII students will write the public exam in the academic year 2026-27.

The Rane Polytechnic, established at Trichy in the year 2011 under the aegis of Rane Foundation has stepped into its fifteenth academic year. The institution is accredited by the National Board of Accreditation (NBA) for its Diploma in Mechanical Engineering program. So far 2120 students have completed their diploma program as on May 2025, 88 students will complete by 30th June 2026, of which 25 students opted for campus placements, 40 will be absorbed after internship and 23 are going in for higher studies.

Considering the declining demand and enrolment 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. The application for Progressive closure has recently been approved by AICTE and closure formalities will be initiated with DoTE after completion of the internship by the students.

Rane Foundation also embarked on its next major project in 2025 to establish one more CBSE school in the name "Rane Vidyalaya – Sethurapatti". This school aims to provide quality education to rural children in and around Sethurapatti village. The school started its operations for the primary classes from the academic session 2025-26, and approval has been received from the Tamil Nadu Government. The CBSE application process is in progress and will be completed in 2026-27.

Rane Foundation has 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.
- Provided computer monitors towards upgradation of computer laboratories to Ramakrishna Mission Student's Home.

8.2. 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 Health Care at an affordable cost, as outlined below:

- Procured Myopia master to Sankara Nethralaya to enhance the ophthalmic care.
- Contributed IT servers to the Child Trust Hospital.
- Supported Voluntary Health Services, a multi-speciality hospital with a modern high end upgradeable ventilator.
- Supported Sringeri Sharada Dhanvantari Charitable Hospital with hemodialysis machine.
- 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 Hemodialyisis machine with blood pressure monitor.

9. 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 & sustainability into their operations, reinforcing a strong commitment to prevention, continuous learning, and employee well-being.

RHL has established a robust HSE & Sustainability governance framework that enables the identification and mitigation of risks through structured processes, supported by sub-committees that enforce well-defined policies, standards, and procedures, which promotes sustainable operational discipline across all entities.

RHL plays a vital role in shaping a culture where safety, environmental responsibility, and excellence go hand in hand across the Rane Group.

10. Information Technology

The Company provides ERP support, IT infrastructure management, application development and information security services across Business Units. Over the past year, we implemented several strategic initiatives to strengthen IT infrastructure, enhance data protection, and improve operational efficiency.

We enhanced remote connectivity and user experience by implementing Zero Trust Network Access (ZTNA). To ensure business continuity, we upgraded our backup solutions by enabling cloud backup as a secondary backup and established a disaster recovery site for critical ERP systems. Furthermore, we introduced lightweight office productivity tools for non-power users and in the process of deploying Virtual Desktop Infrastructure (VDI) to replace traditional desktops for improved manageability and security.

We provided critical IT support during business mergers and de-mergers and redesigned workflow solutions with user-friendly interfaces. As part of our digitization efforts, we introduced a Document Management Solution (DMS) with cloud storage and a centralized digital signing solution for commercial documents to improve monitoring, compliance and cost-effectiveness. The group has migrated from on-prem to cloud based HR system and a cloud-based CRM system is implemented for aftermarket division.

Supporting Industry 4.0 initiatives, A centralized software is deployed and implemented to improve Overall Equipment Efficiency (OEE) and Smart Utility Management for power optimization. The Rane Data Centre (RDC) has taken up the OT cybersecurity assessment across select locations to identify the risk and are working towards ensuring the continuous and safe operation of machinery and industrial control systems.

Information security has been bolstered by achieving Level 3 TISAX (Trusted Information Security Assessment Exchange) compliance at selected sites. We continue to support businesses through customer cybersecurity assessments, aligning our posture with automotive industry standards. Additionally, an assessment for the Digital Personal Data Protection Act (DPDPA) is currently under progress.

11. 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.

12. 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

Harish Lakshman
Vice-Chairman & Joint
Managing Director
DIN: 00012602
Place: Chennai
Date: May 15, 2026

Ganesh Lakshminarayan
Chairman &
Managing Director
DIN: 00012583
Place: Coonoor
Date: May 15, 2026

Annexure B to the Report of the Board of Directors

SECRETARIAL AUDIT REPORT

for the Financial Year ended March 31, 2026

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]

The Members,
Rane Holdings Limited
CIN: L35999TN1936PLC002202
"Maithri", No.132, Cathedral Road, Chennai – 600 086.

Dear Sir,

We, B Chandra & Associates, Practising Company Secretaries had conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Rane Holdings Limited** bearing CIN: L35999TN1936PLC002202 (hereinafter referred to as the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2026, according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made there under;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

iii. Foreign Exchange Management Act and the regulations, to the extent applicable;

iv. The Depositories Act, 1996, and the regulations made thereunder, to the extent applicable to listed securities by the Company;

v. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

vi. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015;

vii. The Securities and Exchange Board of India (Listing obligations and Disclosure requirements) Regulations 2015;

We are informed that the Company, during the year, was not required to comply with the following regulations and consequently not required to maintain any books, papers, minute books or other records or file any forms/ returns under:

i. The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018;

ii. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

iii. SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

iv. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

The Company is primarily engaged in the business of investing in Rane Group Companies that are engaged primarily in the manufacturing/ marketing of components and mainly in the automotive sector.

Based on the study of the systems and processes in place and a review of the reports of the Compliance officers placed before the Board of Directors of the Company and a confirmation given by the Management about the Compliances of other applicable laws, we report that the Company has complied with the provisions of all applicable statutes including normally applicable labour laws. In addition, the Company has complied with the following specific statutes and the rules made there under to the extent they are applicable to them:

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above

a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors, as at the end of the financial year.

b. Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

c. Based on the minutes made available to us, I report that Majority decision is carried through and that there were no dissenting votes from any Board member that was required to be captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor, report deviations to the Board, take corrective actions and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the year under review:

The National Company Law Tribunal approved Scheme of Amalgamation of two of its listed subsidiaries i.e Rane Engine Valve Limited ('REVL / Transferor Company 1') and Rane Brake Lining Limited ('RBL / Transferor Company 2') with and into yet another listed subsidiary i.e Rane (Madras) Limited ('RML / Transferee Company) and its shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, which was made effective on 07-04-2025; Consequently the two listed subsidiaries were dissolved without winding up; the Company was allotted 59,58,439 Equity shares of Rs 10/- each; the shareholding of the Company in Rane (Madras) Limited changed to 63.80% on the post amalgamation equity share capital of 2,76,37,137 equity shares of Rs.10/- each fully paid-up.

Consequent to a Scheme of demerger between an associate of the Company i.e ZF Rane Automotive India Private Limited (ZRAI) and ZF Lifetec Rane Automotive India Private Limited (`Resulting Company / ZLRAI'), ZLRAI has allotted 42,81,740 equity shares of face value Rs.10/- each to Rane Holdings Limited (`RHL') on February 01, 2026; consequently ZLRAI has also become an associate of the Company.

B Chandra
Partner
CP No 7859

For **B Chandra & Associates**
Practising Company Secretaries
ACS No.: 20879
PCS No.: 7859
Firm Regn No.: P2017TN065700
Peer Review No 1711/2022
UDIN: A020879H000367379

Place: Chennai
Date: 15-05-2026

Annexure I to the Secretarial Audit Report

To
The Members,
Rane Holdings Limited
CIN: L35999TN1936PLC002202
"Maithri", No.132, Cathedral Road, Chennai – 600 086.

Dear Sirs

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The 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.
7. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards

B Chandra
Partner
CP No 7859

For **B Chandra & Associates**
Practising Company Secretaries
ACS No.: 20879
PCS No.: 7859
Firm Regn No.: P2017TN065700
Peer Review No 1711/2022
UDIN: A020879H000367379

Place: Chennai
Date: 15-05-2026

Annexure B to the Report of the Board of Directors (Contd...)

SECRETARIAL AUDIT REPORT - MATERIAL SUBSIDIARY

M/s. Rane Steering Systems Private Limited

Form No. MR-3
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To

The Members,
M/s. Rane Steering Systems Private Limited.

I have conducted the Secretarial Audit of the Compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. **Rane Steering Systems Private Limited** (hereinafter called "the Company") bearing Corporate Identification Number (CIN) **U29141TN1995PTC030621**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2026 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment.

However, the provisions relating to Overseas Direct Investment and External Commercial borrowings are not applicable to the Company during the audit period.

(iii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are ***not applicable*** to the Company during the audit period:-

a) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

b) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

d) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

f) The Securities and Exchange Board of India (Share Based Employee Benefits and sweat equity) Regulations, 2021;

g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

I further report that the applicable financial laws, such as Direct and Indirect Tax Laws, have not been reviewed under my audit as the same falls under the review of statutory auditor and by other designated professionals.

I have also examined compliance with the applicable clauses of Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI).

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned as above;

I further report that:

a) The Board of Directors of the Company is duly constituted with proper balance of Executive Director(s), Non-Executive Directors and Nominee Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

b) Adequate notices were given to all the Directors to schedule the Board Meetings, agenda and detailed notes to agenda were sent at least seven days in advance or as per the statutory requirement. A system is in place for seeking and obtaining further information and clarifications on agenda items prior to the meeting, enabling meaningful participation during the meeting.

c) Based on the minutes made available to us, we report that the majority decisions were carried through and that there were no dissenting votes from any Board member which was required to be captured and recorded as part of the minutes.

d) There are adequate system and process in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable Laws, rules, regulations and guidelines.

I further report that during the audit period, the following major transactions were identified:-

i. The Board of Directors in their meeting held on May 07, 2025 accorded approval in terms of Section – 186 of the Companies Act, 2013 to acquire by way of subscription, purchase or otherwise the securities of M/s. Mehala Mill India Private Limited for a sum upto Rs. 5,00,000 in connection with purchase of upto 15.00 lakh units of wind power under captive power consumption scheme.

ii. Ms. Brinda Jagirdar was appointed as an Additional Director by the Board of Directors at their meeting held on September 19, 2024 and her appointment was subsequently approved by the shareholders in the Annual General Meeting held on June 12, 2025 .

iii. The Company obtained shareholders' approval by way of Special Resolution in their Annual General Meeting held on June 12, 2025, under Section 180(1)(c) of The Companies Act, 2013, for enhancement of the borrowing limits of the Board up to Rs. 500 crores, over and above the aggregate of the paid-up share capital and free reserves.

iv. The shareholders of the Company in their Annual General Meeting held on June 12, 2025, approved the appointment of Mr. A. Makesh, as Manager.

v. The shareholders in their Annual General Meeting held on June 12, 2025, approved the appointment of statutory Auditor- M/s. B S R & Co., LLP, Chartered Accountants from 30th Annual General Meeting till 35th Annual General Meeting (AGM) for a first term of five consecutive years.

vi. The authorised share capital of the Company was increased from Rs. 18,00,00,000 to Rs. 20,00,00,000 and its consequent alteration to its Memorandum of Association was approved by the shareholders at the Extraordinary General Meeting (EGM) held on August 07, 2025.

vii. The Board at its meeting held on August, 07, 2025, approved the further issue of shares and authorised the Finance Committee in this regard. Pursuant thereto, the Finance Committee at its meeting held on August 19, 2025 allotted 20,00,000 equity shares on a rights basis at Rs. 250/- per share (including premium of Rs. 240/- per share), aggregating to Rs. 50,00,00,000/-, to M/s. Rane Holdings Limited, the Holding Company.

viii. The Board of Directors in their meeting held on May 07, 2025 accorded approval in terms of Section – 186 of the Companies Act, 2013 to acquire by way of subscription, purchase or otherwise the securities of M/s. Mehala Mill India Private Limited for a sum upto Rs. 5,00,000 in connection with purchase of upto 15.00 lakh units of wind power under captive power consumption scheme.

ix. The Board of Directors in their meeting held on November 05, 2025 accorded approval in terms of Section – 186 of the Companies Act, 2013 to acquire by way of subscription, purchase or otherwise, the securities of captive generating plants for amount upto Rs. 1,00,00,000 in connection with purchase upto 45 lakh units of solar power, under captive power consumption scheme with M/s. Hexa Climate Solution Private Limited or its affiliates or such other parties identified by the Company for its plant location situated at Bawal, Haryana.

x. The Board of Directors of the Company at its meeting held on November 05, 2025 & February 03, 2026 approved the proposal to avail a short-term loan of up to Rs. 25 crores and further funding of Rs. 15 Crores respectively in one or more tranches from its Holding Company, M/s. Rane Holdings Limited.

xi. Mr. V. Sethuraman ceased to be the Company Secretary, and subsequently, Mr. S. Anand (ACS Membership No. A60122) was appointed as the Company Secretary effective from February 03, 2026.

For **Mohan Kumar & Associates**

A. Mohan Kumar
Practicing Company Secretary
Membership Number: FCS 4347
Certificate of Practice Number: 19145
Peer Review Certificate Number: 2205/2022
UDIN:F004347H000206307

Place: Chennai.
Date: April 28, 2026

This Report is to be read with my testimony of even date which is annexed as **Annexure A** and forms an integral part of this report.

Annexure A

To
The Members,
M/s. **Rane Steering Systems Private Limited**.

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I have followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever our Audit has required our examination of books and records maintained by the Company, I have relied upon electronic versions of such books and records, as provided to us through online communication. Considering the effectiveness of information technology tools in the audit processes, I have conducted verification and examination of records, as facilitated by the Company, for the purpose of issuing this Report. In doing so, we have followed the guidance as issued by the Institute. I have conducted online verification and examination of records, as facilitated by the Company;
5. Wherever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
6. The Compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.

The 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.

For **Mohan Kumar & Associates**

A. Mohan Kumar
Practicing Company Secretary
Membership Number: FCS 4347
Certificate of Practice Number: 19145
Peer Review Certificate Number: 2205/2022

Place: Chennai.
Date: April 28, 2026

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, 2026, which were not at arm's length basis.

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

S No.	Particulars	Details
1.	**Name(s) of the related party & nature of relationship**	Mr. L Lakshman, Chairman Emeritus
2.	**Nature of contracts / arrangements / transaction**	Advisory services agreement
3.	**Duration of the contracts / arrangements / transaction**	5 years (with effect from May 28, 2021 to May 27, 2026)
4.	**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: 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.
5.	**Date of approval by the Board**	Board of Directors / Committee approval - May 27, 2021; and Shareholders' approval - August 06, 2021 (85th AGM)
6.	**Amount paid as advances, if any**	NIL

For and on behalf of the Board

Harish Lakshman
Vice-Chairman & Joint Managing Director
DIN: 00012602
Place: Chennai
Date: May 15, 2026

Ganesh Lakshminarayan
Chairman & Managing Director
DIN: 00012583
Place: Coonoor
Date: May 15, 2026

Annexure D to the Report of the Board of Directors

ANNUAL REPORT ON CSR ACTIVITIES

for the Financial Year 2025-26

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 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 2025-26

The Company contributed to Rane Foundation (RF), the main CSR arm of the Rane Group, which primarily focused on Education and Healthcare CSR projects during the FY 2025-26.

Education:

RF has established Rane Vidyalaya and Rane polytechnic at Trichy, Tamil Nadu. 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 XI standard. During the year, it reached a student strength of 1048 in its eighth year of operations. The school has achieved 100% pass percentage in the Class X std board examination for the academic year 2025-26. The first batch of Class XII students will write the public exam in the academic year 2026-27.

Rane Polytechnic is accredited by the National Board of Accreditation (NBA) for its Diploma in Mechanical Engineering program. In 2025-26, 25 students opted for campus placements and got placed, 40 will be absorbed after internship and 23 are going in for higher studies.

RF also embarked on its next major project in 2025 to establish one more CBSE school in the name "Rane Vidyalaya – Sethurapatti". The school is recognised by Directorate of School Education and operates for primary classes from the academic session 2025-26. The CBSE application is in progress and this will be completed in 2026-27.

RF 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.
- Provided computer monitors towards upgradation of computer laboratories 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 Myopia master to Sankara Nethralaya to enhance the ophthalmic care.
- Contributed IT servers to the Child Trust Hospital.
- Supported Voluntary Health Services, a multi-speciality hospital with a modern high end upgradeable ventilator.
- Supported Sringeri Sharada Dhanvantari Charitable Hospital with hemodialysis machine.
- 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 Hemodialyisis 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.
- In association with Freedom Trust the Company conducted free mobility aids & appliances distribution camp in Trichy where 55 beneficiaries were provided with 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 as on March 31, 2026 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	1 (One)	1 (One)
2.	Mr. Harish Lakshman Committee Member	Vice-Chairman, Joint Managing Director and Promoter		
3.	Dr. Brinda Jagirdar, Committee Member	Non-Executive and Independent Director		

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

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

(a) Composition of CSR Committee: https://ranegroup.com/investor/rane-holdings-limited/#b&d_rhl

(b) CSR Policy: https://ranegroup.com/wp-content/uploads/2026/07/CSR-Policy.pdf

(c) CSR projects approved by the Board: https://ranegroup.com/wp-content/uploads/2026/07/RHL-AAP.pdf

4. 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**

5. (a) Average net profit of the company as per sub-section (5) of section 135 - **₹38,40,85,240/-**

(b) Two percent of average net profit of the company as per sub-section (5) of section 135 – **₹76,81,705/-**

(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 – **₹9,08,712/-**

(e) Total CSR obligation for the financial year (5b+5c- 5d) – **₹67,72,993/-**

6. (a) Amount spent on CSR Projects (both Ongoing project and other than Ongoing Project) – **₹67,74,000/-**

(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) – **₹67,74,000/-**

(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 transferred to any fund specified under Schedule VII as per second proviso to section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
67,74,000/-	NIL		NIL		

(f) Excess amount for set-off: **₹1,007/-**

Sl. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	76,81,705/-
(ii)	Total amount spent for the financial year*	76,82,712/-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	1,007/-
(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)]	1,007/-

* includes ₹9,08,712/- set-off from previous years (i.e. FY 2023-24 – ₹ 9,08,712/-)

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

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per sub-section (6) of sub-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

Harish Lakshman
Vice-Chairman & Joint
Managing Director
DIN: 00012602
Place: Chennai
Date: May 15, 2026

Ganesh Lakshminarayan
Chairman &
Managing Director
DIN: 00012583
Place: Coonoor
Date: May 15, 2026

Annexure E to the Report of the Board of Directors

CORPORATE GOVERNANCE REPORT

1. Philosophy on Code of Governance

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, 2026, 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. The composition of the Board at end of FY 2025-26 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 Directors serve as 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 2025-26, the Board met six (6) times on April 15, 2025, May 30, 2025, August 12, 2025, November 14, 2025, February 14, 2026 and March 26, 2026 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 membership / Chairman position(s) held by them in other public companies as on March 31, 2026 are given below:

Name of the Director / (DIN)	Category	No. of Board meetings attended	Attendance at the last AGM (August 12, 2025)	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	-	2	2	3
Mr. Harish Lakshman (00012602)	Vice Chairman, Joint Managing Director & Promoter	6	Yes	1	3	1	2
Mr. MM Murugappan (00170478)	Non-Executive & Independent	6	Yes	4	1	2	4
Dr. Brinda Jagirdar (06979864)	Non-Executive & Independent	6	Yes	-	-	-	-

Name of the Director / (DIN)	Category	No. of Board meetings attended	Attendance at the last AGM (August 12, 2025)	Number of Directorship in other public companies[1]		Number of Committees Membership[2]	
				Chairperson	Member	Chairperson	Member
Mr. Rajeev Gupta (00241501)	Non-Executive & Independent	6	No	-	2	-	1
Mr. Pradip Kumar Bishnoi (00732640)	Non-Executive & Independent	6	Yes	-	3	-	6

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 in other listed entities as on March 31, 2026 are as under:

Name of Director	Name of the listed entity	Category of Directorship
Mr. L Ganesh	Rane (Madras) Limited	Non-Executive & Promoter
	Sundaram Finance Limited	Non-Executive & Independent
Mr. Harish Lakshman	Rane (Madras) Limited	Chairman, Managing Director & Promoter
	Oriental Hotels Limited	Non-Executive & Independent
	The KCP Limited	Non-Executive & Independent
	Lumax Industries Limited	Non-Executive & Independent
Dr. Brinda Jagirdar	-	-
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	Indian Energy Exchange 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
	McNally Bharat Engineering Company Limited	Non-Executive & Independent

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 the Committee members. The details of familiarisation programme for the Independent Directors are available in the policies section on the website of the Company and weblink of the same is also available in **'Annexure (ii)'** to this report on Corporate Governance.

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 April 15, 2025, May 30, 2025, August 12, 2025, November 14, 2025 and February 14, 2026 with requisite quorum present throughout the meetings. The details of members and their attendance as on March 31, 2026 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	5
Mr. Rajeev Gupta	Member, Non-Executive & Independent	5
Dr. Brinda Jagirdar	Member, Non-Executive & Independent	5

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 in the meetings as invitees. 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 12, 2025.

Overall purpose and terms of reference

The purpose of the Audit Committee is to assist the Board 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 are in line with the provisions of SEBI LODR / the 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) and hold a valid certificate issued by the Peer Review Board of 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 (RPTs), 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 including transactions which are unforeseen in nature or where complete details are unavailable 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 prescribed under Industry Standard Notes on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions", the Act 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 of the Company and counter party, extent and manner of disclosures made to the Audit Committee including their comments on approving such transaction. On a quarterly basis, the Audit Committee reviews RPTs entered into by the Company pursuant to each of the omnibus approval. The Audit Committee reviews all mandatory information under Part C of Schedule II pursuant to Regulation 18 of SEBI LODR, including review of Internal Auditor observations, statutory compliance.

During the year, the Committee:

- Reviewed findings of internal audit and risk assessment framework.
- Recommended the re-appointment of M/s. B S R & Co. LLP, Chartered Accountants, as Statutory Auditors and fee payable for a second term of five consecutive years.
- Recommended the appointment of M/s. B. Chandra & Associates, Practicing Company Secretaries as Secretarial Auditor of the Company in first term of five consecutive financial years, commencing from FY 2025-26.
- Recommended the re-appointment of M/s. Capri Assurance and Advisory Servicies as Internal Auditors for a further period of one year from July 01, 2025 to June 30, 2026.
- Recommended on the Audit fees payable to Statutory Auditor and Internal Auditor.
- Considered and recommended amendments to the 'Policy on Related Party Transactions' to the Board pursuant to the changes in Industry Standard Notes and SEBI (LODR) (Fifth Amendment) Regulations, 2025.

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 August 12, 2025, February 14, 2026 and March 26, 2026 with requisite quorum present throughout these meetings. The details of members and their attendance as on March 31, 2026 are as below:

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

Overall purpose and terms of reference

The brief of terms of reference and roles of the NRC are in line with the provisions of SEBI LODR / the Act and, 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 consider the balance of skills, knowledge and experience required for identifying the role and capabilities gap in the Board, select candidates based on evaluation criteria such as wide range of background, diversity, time commitments, etc., and recommend the candidate to the Board for appointment / reappointment as an Independent Director. For this, if required, NRC may also use the services of external agencies.
- 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, KMPs and SMPs. i.e., the core management team one level below the CEO / Managing Director.
- 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.

- 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 SMPs and KMPs.
- Considered and recommended the remuneration payable to Mr. L Ganesh, Chairman and Managing Director for the FY 2025-26.
- Recommended the payment of Commission to Non-executive and Independent Directors for a period of five (5) financial years from April 01, 2025.
- Recommended the appointment of Ms. S Subha Shree as Secretary and Key Managerial Personnel of the Company.

During the year under review, the Board amended the Nomination and Remuneration Committee Charter to amend the definition of SMP to include functional heads reporting to managing director / whole time director(s).

Remuneration Policy

The policy on appointment and remuneration of Directors, KMP and SMP is available in the policies section on the website of the Company and weblink of the same is also available in **'Annexure (ii)'** to this report on Corporate Governance. 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

Managing Director is entitled for remuneration in the form of salary, perquisites, contribution to statutory funds including the commission on the net profit of the Company as per the terms approved by the shareholders and prescribed limits under the Act and SEBI LODR.

Non-Executive Directors & Independent Directors are eligible for sitting fees for attending the Board and Committee meetings and also a commission on the net profit of the Company calculated in accordance with the provisions of Section 198 of the Act but not exceeding ₹1 crore per annum in the proportion determined by the Board from time to time.

Remuneration to Managing Director

Mr. L Ganesh, Chairman and Managing Director is entitled for salary, perquisites, contribution to statutory funds and commission up to 2% of the net profits in terms of Section 197 of the Act as approved by the shareholders by way of postal ballot dated March 17, 2025.

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

The criteria for payment to Non-Executive Directors is available in the policies section on the website of the Company and weblink of the same is also available in '**Annexure (ii)'** to this report on Corporate Governance.

Commission

In recognition of valuable contributions, corporate governance practices and increased responsibilities envisaged under the current statutory / regulatory framework of Non-Executive Directors / Independent Directors, they are eligible for a commission of up to 1% per annum of the net profits for a period of five (5) financial years commencing from April 01, 2025 as approved by the shareholders by way of postal ballot dated March 26, 2026.

For the Financial year 2025-26, based on the recommendations of NRC, the Board of Directors have approved payment of commission of ₹7,00,000/- to each Non-Executive Director / Independent Director.

Details of remuneration paid to Directors

The details of remuneration paid to directors during the year under review are as follows:

Name of the Director	Sitting Fees (in ₹)	Remuneration (in ₹)	Shares held as on March 31, 2026
Mr. L Ganesh	-	5,57,87,246	12,42,683
Mr. Harish Lakshman	-	81,17,357	1,74,432
Mr. MM Murugappan	3,00,000	7,00,000	-
Dr. Brinda Jagirdar	3,85,000	7,00,000	-
Mr. Rajeev Gupta	3,75,000	7,00,000	-
Mr. Pradip Kumar Bishnoi	3,75,000	7,00,000	-
Total	**14,05,000**	**6,67,04,603**	**13,59,865**

Notes:

i. Shareholding includes joint holdings & HUF, if any.

ii. In respect of Independent Directors, remuneration includes commission of ₹7,00,000/- to each Non-Executive Director / Independent Director approved at the Board meeting held on May 15, 2026.

iii. Remuneration to Mr. L Ganesh, Chairman & Managing Director is based on shareholder's approval vide postal ballot dated March 17, 2025.

iv. The remuneration to Mr. L Ganesh comprises of salaries & allowances – ₹2,85,71,233/-; perquisites – ₹87,05,013/- and commission & performance linked incentive – ₹1,85,11,000/-, based on approval of the Board of Directors at their meeting held on May 15, 2026.

v. 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 ₹81,17,357/- for the FY 2025-26. He does not receive any other remuneration from the Company. He received remuneration from Rane (Madras) Limited (RML) from April 01, 2025 in his capacity as Managing Director. The total remuneration received by him from both the Company and RML is within the limits prescribed under the Act.

vi. From the subsidiary companies, 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) in accordance with Section 197 of the Act.

vii. 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 SRC looks into grievances of shareholders and redresses them expeditiously in accordance with Section 178 of the Act 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 30, 2025 with requisite quorum present throughout these meetings. The details of members and their attendance as on March 31, 2026 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 Act and the roles of the NRC, inter-alia, are as under:

- 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 & Share Transfer 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, six (6) complaints were received pertaining to entitlement letters, non-receipt of dividend and IEPF claim and duplicate share certificates. One complaint as at the end of the financial year 2025-26 was disposed-off on April 01, 2026. The Chairman of the SRC was present at the last AGM of the Company held on August 12, 2025.

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.
- Service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- 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.

6. Corporate Social Responsibility Committee (CSR)

Education, Healthcare, Environment and Community Development are the four focus areas under 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 30, 2025 with requisite quorum present throughout the meeting. The Company Secretary acts as the Secretary to the Committee. The details of members and their attendance as on March 31, 2026 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.
- Review and 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 the end utilization of CSR expenditure.
- Such other terms as required under any statutory obligation.

During the year, the Committee:

- Reviewed and recommended the CSR Report on the Projects undertaken during the FY 2024-25 to the Board.
- Reviewed and recommended Annual Action Plan of FY 2025-26.

The annual report on CSR activities undertaken during the year 2025-26 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 RMC in compliance with SEBI LODR.

The Committee comprises of members from the Board and senior member(s) from leadership team. The Committee met two (2) times on October 09, 2025 & March 26, 2026 with requisite quorum present throughout the meetings. The Company Secretary acts as the Secretary to the Committee. The details of members and their attendance as on March 31, 2026 are stated below:

Name of the Director	Category	No. of meetings attended
Mr. L Ganesh	Chairman, Executive & Promoter	2
Mr. Harish Lakshman	Member, Executive & Promoter	2
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 per the terms of reference prescribed under SEBI 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;
- To keep the Board 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 cyber security risks.
- Reviewed the strategic risk(s) and mitigation plan.

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 SRC 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, Chairman and Managing Director and Mr. Harish Lakshman, Vice-Chairman and Joint Managing Director as its members are authorized 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 Committee. During the year, the Committee met two (2) times on November 05, 2025 and February 03, 2026 to approve matters relating to inter-corporate loan to the wholly owned subsidiary – Rane Steering Systems Private Limited.

Executive Committee

An Executive Committee comprising of Mr. L Ganesh, Chairman and Managing Director and Mr. Harish Lakshman, Vice-Chairman and Joint Managing Director, 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 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 separate meeting on March 26, 2026, 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 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 Board members and SMP have affirmed their compliance with the code of conduct. A declaration from the Managing Director of the Company to this effect forms part of this report in '**Annexure (i)**'. The code of conduct of the Company is available in the policies section on the website of the Company and weblink of the same is also available in '**Annexure (ii)**' to this report on Corporate Governance.

Prevention of Insider Trading

The Board 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 in the policies section on the website of the Company and weblink of the same is also available in '**Annexure (ii)**' to this report on Corporate Governance. 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

The General Meetings held in the last three (3) years are as under:

Date of AGM	Resolutions	Type	Time	Venue / Mode
August 12, 2025 (89th AGM)	-	-	15:00 hrs (IST)	Video Conferencing / Other Audio-Visual Means (VC / OAVM)
August 02, 2024 (88th 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	Special	14:00 hrs (IST)	
August 04, 2023 (87th AGM)	Appointment of Dr. Brinda Jagirdar (DIN: 06979864) as an Independent Director	Special	14:00 hrs (IST)	

During the year, one (1) postal ballot was conducted vide notice dated February 14, 2026 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	Votes Cast			
			In favour		Against	
			No. of Votes	%	No. of Votes	%
March 26, 2026	Approval for payment of commission to Non-Executive Directors and Independent Directors	76,98,071	74,91,719	97.32%	2,06,352	2.68%

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 in the policies section on the website of the Company and weblink of the same is also available in '**Annexure (ii)'** to this report on Corporate Governance.

ii. There was neither 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. Apart from receiving commission, 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. adopts 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 Compliance Management Solution (CMS). CMS is an online platform structured process providing comprehensive reference framework to facilitate education to dealing personnel, execution, escalation and regular reviews to strengthen compliance management, facility to track regulatory updates, audit trail. 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 as on March 31, 2026, has 2 material subsidiaries viz. Rane (Madras) Limited (RML) (listed) & Rane Steering Systems Private Limited became (RSSL) (wholly-owned & unlisted). In compliance with Regulation 24 of SEBI LODR, Dr. Brinda Jagirdar, an Independent Director of the Company is on the Board of RSSL. The Audit Committee reviews the financials statements of RSSL and in particular the investments. The minutes of the meetings of the Board of Directors of the RSSL are also placed at the meeting of the board of directors of the Company. All significant transactions and arrangements of RSSL are reviewed by the Board.

In compliance with Schedule V(C) (10(n)) of SEBI LODR, details of RML & RSSL are as follows:

Name of material subsidiary	Incorporation – Date & Place	Details of statutory auditors	
		Name	Date of first appointment
RML	March 31, 2004, Chennai	M/s. B S R & Co. LLP, Chartered Accountants	August 07, 2020
RSSL	March 22, 1995, Chennai		June 12, 2025

The full annual reports including the secretarial audit reports of the material subsidiaries are available on the website www.ranegroup.com

The Company has framed a policy for determining "material subsidiary" of the company and the available in the policies section on the website of the Company and weblink of the same is also available in **'Annexure (ii)'** to this report on Corporate Governance.

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 (iii)'** this report on Corporate Governance.

ix. The Independent Directors have confirmed and declared that they meet the criteria of 'Independence' as stipulated under Section 149 of the Act 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 Act.

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 under review.

xv. The total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the Statutory Auditor and its network entities are given as under:

(₹ in Crores)

Name of the entity	Paid by the Company	Paid by the Subsidiaries	Paid by the Company	Paid by the Subsidiaries
	FY 2025-26		FY 2024-25	
B S R & Co., Chartered Accountants	0.28	1.61	0.34	1.06
Network entities and firms of B S R & Co (if any)	-	-	-	-
Total	**0.28**	**1.61**	**0.34**	**1.06**

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 is available in the policies section of the website of the Company and weblink of the same is also available in **'Annexure (ii)'** to this report on Corporate Governance.

xviii. The Company on a periodical basis reviews various policies framed under the Act 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. There were no loan / advances given to firms / companies in which directors are interested except for inter-corporate loan extended to RSSL during the year under review as detailed in Note no. 40 to the Financial Statements for the year ended March 31, 2026.

xx. There are no agreements that require disclosure under Clause 5A of Paragraph A of Part A of Schedule III of the SEBI LODR.

xxi. Particulars of senior management including the changes therein 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 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. The policy 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. No person has been denied access to the ombudsperson / Audit Committee. The whistle blower policy is available in the policies section of the website of the Company and weblink of the same is also available in '**Annexure (ii)'** to this report on Corporate Governance.

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 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA") read with SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, 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 hard copies of the Annual Report were sent only to those members who had specifically requested. The electronic copies of the annual report and the notice convening the 89th 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 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 17, 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.

Saksham Niveshak Campaign

The Company participated in the "Saksham Niveshak" campaign, a 100-day special outreach initiative by the Investor Education and Protection Fund Authority (IEPFA), held from July 28, 2025 to November 06, 2025. This campaign aimed to help shareholders claim their unpaid or unclaimed dividends from FY 2017-18 to FY 2023-24, preventing transfer of these dividends and shares to the IEPFA. It also facilitated shareholders in updating KYC details, including bank mandates, nominee registration, and contact information. Additionally, information about the campaign was published on the Company's website. The Company is also participating in a second "Saksham Niveshak", 100-day campaign launched on March 27, 2026 which started from April 01, 2026 and ending on July 09, 2026.

Special Window for Re-lodgement of Transfer Requests of Physical Shares

With reference to the SEBI circular no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, a special window for a period of six months from July 07, 2025 till January 06, 2026, was opened for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected / returned / not attended to due to deficiency in the documents / process or otherwise. During this period, no requests were received for such re-lodgment.

SEBI vide its SEBI Circular No. SEBI/HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, has further extended special window for a period February 05, 2026 till February 04, 2027.

15. General Shareholder Information

i. Annual General Meeting

August 13, 2026 (Thursday) at 15:00 hrs (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

ii. Financial Year: April 01, 2026 – March 31, 2027

Financial Calendar

Board meeting for approval of	Tentative Schedule
Audited Annual financial results* and financial statements for the year ended March 31, 2026	May 15, 2026
Unaudited financial results* for the 1st quarter ending June 30, 2026	By third week of August 2026
Unaudited financial results* for the 2nd quarter ending September 30, 2026	By third week of November 2026
Unaudited financial results* for the 3rd quarter ending December 31, 2026	By second week of February 2027

(*both standalone and consolidated financial statements and financial results)

The above Schedule 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 15, 2026 have considered and recommended a dividend of 470% (₹47/- per share) on the equity share capital for approval of the shareholders at the ensuing 90th AGM to be held on August 13, 2026. The dividend, if declared, would be paid for those eligible shareholders whose name appeared in the register of members of the Company as on Thursday, August 06, 2026 (being the Record Date) fixed for this purpose. The dividend will be paid to the shareholders on August 24, 2026.

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) Phiroze 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 2025-26 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 2025-26.

vi. Unpaid / Unclaimed Dividends

Pursuant to the provisions of Section 124 of the Act, dividend for the financial year ended March 31, 2019 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 ₹4,17,267/- for the financial year ended March 31, 2018 and unclaimed interim dividend of ₹3,40,072/- for the financial year ended March 31, 2019 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:

Sl. No.	Year	Type	Date of declaration	Dividend per share# (in ₹)	Unclaimed Dividend as on 31-03-2026^ (in ₹)	Last Date for claim	Due date for IEPF transfer
1.	31.03.2019	Final	08.08.2019	11	4,99,378.00	14.09.2026	14.10.2026
2.	31.03.2020	Interim	06.02.2020	4	2,18,156.00	13.03.2027	12.04.2027
3.	31.03.2020	Final	14.08.2020	4	1,79,892.00	20.09.2027	20.10.2027
4.	31.03.2022	Final	29.06.2022	12	7,94,588.00	05.08.2029	04.09.2029
5.	31.03.2023	Final	04.08.2023	17	8,67,461.00	10.09.2030	10.10.2030
6.	31.03.2024	Final	02.08.2024	25	20,80,978.00	08.09.2031	08.10.2031
7.	31.03.2025	Final	12.08.2025	38	32,52,912.00	18.09.2032	18.10.2032

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

^ amounts reflect confirmation of balance issued by Banks

The Company had filed with Registrar of Companies, the details of all unpaid and unclaimed Dividend amounts as on March 31, 2025 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.

vii. Transfer of shares to IEPF Authority

Pursuant to Sections 124 and 125 of Act 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 transferred
2017-18 (Final)	1,581

The Company has remitted / transferred the dividends declared on the shares already transferred to the IEPF Authority and the details are available on the website of the Company at www.ranegroup.com.

The other benefits, if any, arising out of shares already transferred to IEPF Authority will also are 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 2018-19 (Final) are liable to be transferred to IEPF Authority during the current FY 2026-27. 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.

viii. 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	**168**	**25,789**
Requests for transfer during the year	9	988
Shares Transferred during the year	9	988
Balance at the end of the year	**159**	**24,801**

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.

ix. Registrar and Transfer Agent

The contact details of the Registrar and Transfer Agent 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.

x. Share Transfer System & Share Capital Audit

The power to approve transfer of shares has been delegated by the Board to the Share Transfer 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. On a yearly basis, the compliance with the share transfer / transmission formalities is audited by a Practising Company Secretary (PCS) as per SEBI LODR with the stock exchanges and a certificate to this effect is filed with the stock exchanges.

xi. Distribution of shareholding as on March 31, 2026

No. of shares held	Shareholders		Shares	
	Number	% to total	Number	% to total
Upto 500	15,094	92.34	10,23,129	7.17
501 - 1000	556	3.40	4,15,374	2.91
1001 - 2000	271	1.66	3,97,191	2.78
2001 - 3000	138	0.84	3,49,565	2.45
3001 - 4000	53	0.32	1,84,218	1.29
4001 - 5000	40	0.24	1,81,786	1.27
5001 - 10000	84	0.51	5,89,698	4.13
10001 & above	110	0.67	1,11,36,848	78.00
Total	**16,346**	**100.00**	**1,42,77,809**	**100.00**

xii. 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, 2026, about 99.27% 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, 2026	March 31, 2025	March 31, 2026	March 31, 2025
Physical	1,03,700	1,21,034	0.73	0.85
Demat	1,41,74,109	1,41,56,775	99.27	99.15
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.

xiii. 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.

xiv. 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, 2026 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 18, 2025
	Long term	20.00	AA-	Stable		
	Short term		A1+	-		
	Short term		A1+	-		

xiv. Address for communication:

The Compliance Officer
Rane Holdings Limited
Rane Corporate Centre,
"Maithri" 132, Cathedral Road,
Chennai 600 086.
Phone: 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: 28140801-03, Fax: 28142479
e-mail ID: einward@integratedindia.in
Website: www.integratedregistry.in

For and on behalf of the Board

Harish Lakshman
Vice-Chairman & Joint Managing Director
DIN: 00012602
Place: Chennai
Date: May 15, 2026

Ganesh Lakshminarayan
Chairman & Managing Director
DIN: 00012583
Place: Coonoor
Date: May 15, 2026

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, 2026.

For and on behalf of the Board

Ganesh Lakshminarayan
Chairman & Managing Director
DIN: 00012583
Place: Coonoor
Date: May 15, 2026

Annexure (ii)

Links to Company's Policies and Disclosures

Sl. No.	Particulars	Link
1.	Dividend Distribution Policy	https://ranegroup.com/wp-content/uploads/2026/07/DDP.pdf
2.	Terms and conditions of appointment of the Independent Directors	https://ranegroup.com/wp-content/uploads/2026/07/TC-ID-Appt.pdf
3.	Director's familiarization programme	https://ranegroup.com/wp-content/uploads/2026/07/RHL-Dir-Prog.pdf
4.	Remuneration Policy	https://ranegroup.com/wp-content/uploads/2026/07/Rem-Policy.pdf
5.	Related Party Transactions Policy	https://ranegroup.com/wp-content/uploads/2026/07/RPT-Policy.pdf
6.	CSR Policy	https://ranegroup.com/wp-content/uploads/2026/07/CSR-Policy.pdf
7.	Policies approved and adopted by the Board	https://ranegroup.com/investors/rane-holdings-limited/?rhl-cor-5
8.	Annual Return	https://ranegroup.com/wp-content/uploads/2026/07/RHL_MGT-7_2025-26.pdf
9.	Criteria for payment to Non-Executive Directors	https://ranegroup.com/wp-content/uploads/2026/07/Rem-Policy.pdf
10.	Code of Conduct	https://ranegroup.com/wp-content/uploads/2026/07/COC.pdf
11.	Code of fair disclosure practices and procedures for unpublished price sensitive information	https://ranegroup.com/wp-content/uploads/2026/07/COFD.pdf
12.	Material Subsidiary Policy	https://ranegroup.com/wp-content/uploads/2026/07/MSP.pdf
13.	Vigil Mechanism / Whistle Blower Policy	https://ranegroup.com/wp-content/uploads/2026/07/WBP.pdf

Annexure (iii)
CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

for the financial year ended 31st March 2026

[Pursuant to Regulation 34 (3) read with Schedule V, Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

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

Dear Sir,

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Rane Holdings Limited bearing CIN: L35999TN1936PLC002202 and having registered office at "Maithri", No.132, Cathedral Road, Chennai – 600 086 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company for the Financial Year ending on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

B Chandra
Partner CP 7859

For **B Chandra & Associates**
Practising Company Secretaries
ACS No.: 20879
PCS No.: 7859
Firm Regn No.: P2017TN065700
Peer Review No 1711/2022
UDIN: A020879H000366950

Place: Chennai
Date: 15-05-2026

Annexure (iv)

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 12, 2026

2. We have examined the compliance of conditions of Corporate Governance by Rane Holdings Limited ('the Company') for the year ended 31st March, 2026 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 the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the 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 the 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, 2026.

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 Guidance Note on Certification of Corporate Governance both issued by the Institute of the 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 **BSR & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

S Sethuraman
Partner
Membership No.: 203491
UDIN: 26203491NRUQDX2486

Place: Chennai
Date: May 15, 2026

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 Requirements) 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	FY 2025-26
10.	Name of the Stock Exchange(s) where shares are listed	1. BSE Ltd. (BSE - 505800) 2. 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	42.40%
2	Trade mark fee	Rane's trademark and license usage by the group companies	25.82%
3	Dividend income	From strategic investments held by the company	31.78%

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	25.82%
2	Dividend income	64200	31.78%
3	Information technology support service	62020	17.08%
4	Business Support service	82990	12.33%
5	Management consultancy service	70200	10.01%

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	-	3	3
b)	International	-	-	-

19. Markets served by the entity:

a)	Number of locations	
	Locations	**Numbers**
	National (No. of States)	1
	International (No. of Countries)	-

b) What is the contribution of exports as a percentage of the total turnover of the entity? 2.5%

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 and,
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	124	95	77%	29	23%
2	Other than Permanent	67	37	55%	30	45%
3	Total employees	191	132	69%	59	31%

ii) Workers (including differently abled):

Sr. No	Particulars	Total (A)	Male	(% of Total)	Female	(% of Total)
1	Permanent	6	6	100%	-	-
2	Other than Permanent	37	28	76%	9	24%
3	Total employees	43	34	79%	9	21%

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	0	0%

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

Particulars	FY 26			FY 25			FY 24		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	5%	14%	8%	19%	20%	19%	10%	24%	13%
Permanent Workers	14%	-	14%	-	-	-	-	-	-

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

23. **Names of holding / subsidiary / associate companies / joint ventures**

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)	Subsidiary	63.80	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 adhere to the Rane's Code of Conduct.
	- Rane (Madras) International Holdings B.V(RMIH)	Subsidiary of RML	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	Subsidiary	100	
5.	ZF Rane Automotive India Private Limited (ZRAI)	Joint Venture/ Associate	49	
6.	ZF Lifetec Rane Automotive India Private Limited (ZLRAI)[1]	Joint Venture/ Associate	49	
	-ZF Rane Occupant Safety Systems Private Limited	Subsidiary of ZLRAI	49	
	-TRW Sun Steering Systems Private Limited	Subsidiary of ZLRAI	49	

NOTES:

[1] Through a Scheme of Demerger between ZRAI and ZLRAI sanctioned by NCLT, effective from February 01, 2026 ('Scheme'), ZF Automotive JV US LLC, USA (51%) and Rane Holdings Limited (49%) acquired the entire shareholding in ZLRAI.

VI. CSR Details:

24.	**CSR Details for the year:**	
1.	Whether CSR is applicable as per section 135 of Companies Act, 2013	**Yes**
2.	Turnover for the FY 2025-26	₹165.69 Crores
3.	Net worth as on 31st March 2026	₹628.06 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)	FY 26			FY 25		
		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	Number of complaints pending resolution at close of the year	Remarks
Communities	Not Applicable	-	-	-	-	-	NA
Investors (other than shareholders)	Yes	-	-	-	1	-	Redressed
Shareholders	Yes	6	1*	Redressed	4	-	Redressed
Employees and workers	Yes	-	-	-	-	-	NA
Customers	Yes	-	-	-	-	-	NA
Value Chain Partners	Yes	-	-	-	-	-	NA

* The same was redressed on April 01, 2026

Web link for the policy will be accessible at https://ranegroup.com/investors/rane-holdings-limited/?rhl-cor-5

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 usage	Risk	Responsible organisation and committed towards sustainability	Identified counter-measures include sourcing of renewable energy	Negative
2.	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.	Positive
3.	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 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 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. We recognise ongoing challenges such as evolving regulatory requirements and climate-related risks, and are strengthening our ESG framework to address them. The Company remains focused on enhancing stakeholder value through responsible and sustainable business practices.								
8.	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Name: Mr. L Ganesh Designation: 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.	1. Mr. L Ganesh - Chairman & Managing Director 2. 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)
	Principle 1 to 9	
Performance against above policies and follow up action	Periodical review by the Functional heads and Senior Management. The revised policies are updated in the intranet or website (wherever applicable) for easy accessibility.	Annually
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	The Company is in compliance with extant regulations as applicable.	
Frequency (Annually/ Half Yearly/ Quarterly/ Any Other – please specify)		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 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
a. The entity does not consider the principle materials to its business (Yes/No)	Not applicable								
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)									

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

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

<table>
<tr><th>Segment</th><th>Total number of training and awareness programmes held</th><th>Topics / principles covered under the training and its impact</th><th>% age of persons in respective category covered by the awareness programmes</th></tr>
<tr><td>Board of Directors</td><td>7 Familiarisation Programmes, aggregating to around 12 hours.</td><td>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.</td><td>100%</td></tr>
<tr><td>Key Managerial Personnel</td><td>Apart from the regular training to all the employee, KMP have participated in various discussion both internal and external.</td><td rowspan="2">• 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.</td><td>100%</td></tr>
<tr><td>Employees other than BoD and KMPs</td><td>119</td><td>100%</td></tr>
<tr><td>Workers</td><td>6</td><td>• Workplace Safety related trainings conducted for all workers.
• Compliance programs include POSH awareness, Grievance Handling etc.</td><td>100%</td></tr>
</table>

2. Details of fines / Change - penalties / punishment / award / compounding fees / settlement amount paid in proceedings (by the entity or by directors / KMPs) withChange - 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):

<table>
<tr><th colspan="6">Monetary</th></tr>
<tr><th></th><th>NGRBC Principle</th><th>Name of the regulatory/ enforcement agencies/ judicial institutions</th><th>Amount (In INR)</th><th>Brief of the Case</th><th>Has an appeal been preferred? (Yes/No)</th></tr>
<tr><td>Penalty/ Fine</td><td rowspan="3">Principle 1 to 9</td><td rowspan="3">NA</td><td rowspan="3">0</td><td rowspan="3">NA</td><td rowspan="3">NA</td></tr>
<tr><td>Settlement</td></tr>
<tr><td>Compounding fee</td></tr>
</table>

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

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	NA
NA	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**

	FY26	FY25
Directors	Nil	
KMPs		
Employees		
Workers		

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

	FY26		FY25	
	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:**

Particulars	FY26	FY25
Number of days of accounts payables	26	32

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	FY26	FY25
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

Parameter	Metrics	FY26	FY25
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%	100%
	d. Investments (Investments in related parties/total investments made)	92%	92%

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.**

	FY26	FY25	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	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (B)	% (B / A)	Number (B)	% (B / A)	Number (B)	% (B / A)	Number (B)	% (B / A)
Permanent employees											
Male	95	95	100%	95	100%	-	-	95	100%	-	-
Female	29	29	100%	29	100%	29	100%	-	-	-	-
Total	124	124	100%	124	100%	29	100%	95	100%	-	-
Other than Permanent employees											
Male	37	37	100%	37	100%	-	-	-	-	-	-
Female	30	30	100%	30	100%	30	100%	-	-	-	-
Total	67	67	100%	67	100%	67	100%	-	-	-	-

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

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (B)	% (B / A)	Number (B)	% (B / A)	Number (B)	% (B / A)	Number (B)	% (B / A)
Permanent workers											
Male	6	6	100%	6	100%	NA	NA	6	100%	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
Total	6	6	100%	6	100%	-	-	6	100%	-	-
Other than Permanent workers											
Male	28	28	100%	28	100%	-	-	-	-	-	-
Female	9	9	100%	9	100%	9	100%	-	-	-	-
Total	37	37	100%	37	100%	9	100%	-	-	-	-

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

Particulars	FY26	FY25
Cost incurred on well-being measures as a % of total revenue of the company	1.31%	1.62%

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

Benefits	FY26			FY25		
	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	FY 26		FY 25	
	Permanent employees		Permanent Employees	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	100%	100%
Female	100%	100%	0%	0%
Total	100%	100%	0%	0%

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	• RHL creates a culture which is fair, open and transparent and where employees can openly present their views. • 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. • It transparently communicates its policies and practices such as company plans, compensation, performance metrics, performance pay grids/ calculation, career enhancements, compliance etc. • 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.
Other than Permanent Employees	Yes	
Permanent Workers	Yes	
Other than Permanent Workers	Yes	

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

Category	FY26			FY25		
	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	124	-	-	116	-	-
Male	95	-	-	88	-	-
Female	29	-	-	28	-	-
Total Permanent Workers	6	-	-	8	-	-
Male	6	-	-	8	-	-
Female	-	-	-	-	-	-

8. **Details of training given to employees and workers:**

Category	FY26					FY25				
	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	95	95	100%	90	95%	88	88	100%	67	77%
Female	29	29	100%	26	90%	28	28	100%	26	93%
Total	124	124	100%	116	94%	116	116	100%	93	81%

Category	FY26					FY25				
	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)
Workers										
Male	6	6	100%	-	-	8	8	100%	-	-
Female	-	-	-	-	-	-	-	-	-	-
Total	6	6	100%	-	-	8	8	100%	-	-

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

Category	FY26			FY25		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	95	95	100%	88	88	100%
Female	29	29	100%	28	28	100%
Total	124	124	100%	116	116	100%
Workers						
Male	6	6	100%	8	8	100%
Female	-	-	-	-	-	-
Total	6	6	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 of 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 aligned 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	FY26	FY25
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	-	2.52
	Workers	-	-
Total recordable work-related injuries	Employees	-	1
	Workers	-	-
No. of fatalities	Employees	-	-
	Workers	-	-
High consequence work-related injury or ill- health (excluding fatalities)	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:**

	FY26			FY25		
	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:**

Not Applicable

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	FY26			FY25		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / Workers covered (D)	% (D / C)
Employees						
Permanent	124	124	100%	116	116	100%
Other than permanent	67	67	100%	59	59	100%
Total Employees	191	191	100%	175	175	100%
Workers						
Permanent	6	6	100%	8	8	100%
Other than permanent	37	37	100%	39	39	100%
Total Workers	43	43	100%	46	46	100%

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

Category	FY26					FY25				
	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	**124**	**-**	**-**	**124**	**100%**	**116**	**-**	**-**	**116**	**100%**
Male	95	-	-	95	100%	88	-	-	88	100%
Female	29	-	-	29	100%	28	-	-	28	100%
Other than Permanent	**67**	**-**	**-**	**67**	**100%**	**59**	**-**	**-**	**59**	**100%**
Male	37	-	-	37	100%	28	-	-	28	100%
Female	30	-	-	30	100%	31	-	-	31	100%
Workers										
Permanent	**6**	**-**	**-**	**6**	**100%**	**8**	**-**	**-**	**8**	**100%**
Male	6	-	-	6	100%	8	-	-	8	100%
Female	-	-	-	-	100%	-	-	-	-	-

Category	FY26					FY25				
	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)
Other than Permanent	**37**	**-**	**-**	**37**	**100%**	**39**	**-**	**-**	**39**	**100%**
Male	28	-	-	28	100%	31	-	-	31	100%
Female	9	-	-	9	100%	8	-	-	8	100%

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)	5	3,75,000	1	3,85,000
Key Managerial Personnel	2	77,70,222	-	-
Employees other than BoD and KMP	80	9,95,606	24	8,49,978
Workers	6	9,48,826	-	0

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:**

Particulars	FY26	FY25
Gross wages paid to females as % of total wages	9.27%	9.02%

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:**

	FY26			FY25		
	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	NA					
Discrimination at workplace						
Child Labour						
Forced Labour/Involuntary Labour						
Wages						
Other human rights related issues						

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

Particulars	FY26	FY25
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	FY26	FY25
Total electricity consumption (A) in GigaJoules	1535.05	1441.73
Total fuel consumption (B) in GigaJoules	98.29	125.96
Energy consumption through other sources (C)	-	-
Total energy consumption (A+B+C) in GigaJoules	1633.34	1567.69
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	1.16*10^-6	1.11*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's water usage is primarily restricted to human consumption purposes only. Water consumption across locations is regularly monitored and tracked to ensure efficient utilization. The Company continues to promote water conservation through responsible usage practices and the implementation of water-efficient measures across its facilities.

Parameter	FY26	FY25
Water withdrawal by source (in kilolitres)		
(i) Surface water	-	-
(ii) Groundwater	2594.40	2508
(iii) Third party water	156.46	261.5
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	2750.86	2769.5
Total volume of water consumption (in kilolitres)	2750.86	2769.5
Water intensity per rupee of turnover (Water consumed / turnover)	1.66*10^-6	1.97*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	FY26	FY25
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	FY26	FY25
NOx	Not Applicable		
SOx			
Particulate Matter (PM)			
Persistent Organice Pollutants (POP)			
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	FY26	FY25
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	78.83	7.29
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	302.75	284.34

Parameter	Unit	FY26	FY25
Total Scope 1 and Scope 2 emissions per rupee of turnover	tCO₹e / INR turnover	2.3*10^-7	2*10^-7
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)	(tCO₹e / PPP-adjusted $ Million)	$4.70*10^-6	$4.23*10^-6
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		-	-

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.**

Even though the Company does not have manufacturing footprint or any other similar activity which emits sizeable greenhouse gases, the Company still strives to put in efforts in optimising the GHG emissions. During the year, 8 air conditioners were replaced with lower GWP refrigerant & energy efficient alternative.

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

Parameter	FY26 (In tons)	FY25 (In tons)
Total Waste generated (in metric tonnes)		
Plastic waste (A)	0.022	0.10
E-waste (B)	0.411	-
Construction and demolition waste (C)	-	0.5
Bio-medical waste (D)	Not Applicable	
Battery waste (E)	20 Nos	
Radioactive waste (F)	Not Applicable	
Other Hazardous waste (G)		
Other Non-hazardous waste generated (H). Please specify, if any.	9.697	13.49
(Break-up by composition i.e. by materials relevant to the sector)		
Total (A+B + C + D + E + F + G + H)	**10.13**	**14.10**
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	0.717	3.22
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
Total	0.717	3.22
Category of waste		
(i) Incineration	-	-
(ii) Landfilling	-	0.5

Parameter	FY26 (In tons)	FY25 (In tons)
(iii) Other disposal operations	9.413	10.37
	Old Bicycle -1 Nos. AC – 8 Nos.	1. AC- 8 Nos 2. Office chairs- 8 Nos 3. Blinds - 7 Nos 4. Exhaust Fan – 1 Nos 5. Water dispenser – 1 Nos
Total	**9.413**	**10.37**

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 Battery & 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 -** 6 (Six)

   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-Korean Chamber of Commerce	National
3	Indo-Japan Chamber of Commerce	National
4	Confederation of Indian Industry	National

Sr. No.	Name of the trade and industry chambers / associations	Reach of trade and industry chambers / associations (State/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:**

	FY26	FY25
Directly sourced from MSMEs/ small producers	NA	
Sourced directly from within the district and neighbouring districts		

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	FY26	FY25
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%. 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.
Safe and responsible usage	
Recycling and/or safe disposal	

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

	FY26			FY25		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	Nil			Nil		
Advertising						
Cyber-security						
Delivery of essential services						
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:** Not applicable.

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 2025-26

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 2025-26	Ratio of remuneration of each Director to median remuneration of employees
Directors			
Mr. Pradip Kumar Bishnoi	Independent Director	(Refer note i)	1.12 times
Mr. Rajeev Gupta	Independent Director		1.12 times
Mr. MM Murugappan	Independent Director		1.04 times
Dr. Brinda Jagirdar	Independent Director		1.13 times
Key Managerial Personnel			
Mr. L Ganesh	Chairman & Managing Director	9%	58.10 times
Mr. Harish Lakshman	Vice-Chairman & Joint Managing Director	(23)%	8.45 times
Mr. J Ananth	Chief Financial Officer	Not comparable (refer note iii)	NA
Mr. Siva Chandrasekaran	Secretary	8%	NA

Note:

i. Non-Executive Director and Independent Directors apart from receiving sitting fees for attending meeting of the Board / Committee(s) are also eligible for receiving commission from FY 2025-26 onwards. Hence, % change is not comparable with previous year.

ii. Remuneration considered based on annual emoluments (including variable pay) and designation as on date.

iii. Not comparable due to change during the FY 2024-25 (w.e.f. July 01, 2024).

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 2025-26: **5%**

3. Number of permanent employees on the rolls of the Company as on March 31, 2026: **130**.

4. Average percentile increase already made in salaries of employees other than the managerial personnel in the last financial year (FY 2025-26) was **3%** as against the percentile increase in managerial remuneration **4%** in the last financial year (FY 2025-26). The increase in managerial remuneration is in line with the performance of the Company & industry practice.

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

Harish Lakshman
Vice-Chairman & Joint Managing Director
DIN: 00012602
Place: Chennai
Date: May 15, 2026

Ganesh Lakshminarayan
Chairman & Managing Director
DIN: 00012583
Place: Coonoor
Date: May 15, 2026

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 2026, 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 2026, 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(s)

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 reports 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 matters 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 01 April 2026, 07 April 2026, 15 April 2026 and 21 April 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2026 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 2026 on its financial position in its standalone financial statements - Refer Note 34 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 30.3 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 30.3 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 18(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 at the database layer to log any direct changes was not enabled for certain payroll records for the period from 1 October 2025 to 31 March 2026 in an accounting software operated by a third party based on an independent auditor's report in relation to controls and for certain privileged users at database level to log any direct data changes for certain tables in an accounting software.

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 (edit log) 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
Membership No.: 203491
ICAI UDIN:26203491CIIHYM8023

Place : Chennai
Date: 15 May 2026

Annexure A to the Independent Auditor's Report

on the Standalone Financial Statements of Rane Holdings Limited for the year ended 31 March 2026

(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.

(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, certain property, plant and equipment were verified during the 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 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 or financial institution as security for terms loans, our reporting under this clause is based on confirmations received from such bank or financial institution 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 made investments or 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*	Rs. 4,000 Lakhs
Others (employees)	Rs. 7 Lakhs
Balance outstanding as at balance sheet date	
Subsidiary*	Rs. 3000 Lakhs
Others (employees)	Rs. 2 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 been regularly deposited by the Company with the appropriate authorities. 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 2026 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 and 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 (Rs.) in lakhs	Amount unpaid (Rs.) in 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	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	Wholly owned 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, other information accompanying the standalone financial statements, 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.

(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
Membership No.: 203491
ICAI UDIN:26203491CIIHYM8023

Place : Chennai
Date: 15 May 2026

Annexure B to the Independent Auditor's Report

on the standalone financial statements of Rane Holdings Limited for the year ended 31 March 2026

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 2026 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 2026, 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:26203491CIIHYM8023

Place : Chennai
Date : 15 May 2026

STANDALONE BALANCE SHEET
AS AT MARCH 31, 2026

(All amounts are in INR lakhs unless otherwise stated)

Particulars	Note	As at March 31, 2026	As at March 31, 2025
ASSETS			
Non-current assets			
Property, plant and equipment	3	6,004	6,206
Capital work-in-progress	4	-	-
Right-of-use assets	5	99	108
Intangible assets	6	145	231
Financial assets			
- Investments	7	56,733	51,355
- Loans	8	3,000	5,000
Deferred tax assets, net	12	147	56
Income tax assets, net	10	127	218
Other non-current assets	11	41	53
Total non-current assets		**66,296**	**63,227**
Current assets			
Financial assets			
- Investments	13	1,001	3,430
- Trade receivables	14	1,659	1,092
- Cash and cash equivalents	15	442	282
- Bank balances other than cash and cash equivalents above	16	79	61
- Loans	8	30	2
- Other financial assets	9	98	809
Other current assets	11	536	544
Total current assets		**3,845**	**6,220**
TOTAL ASSETS		**70,141**	**69,447**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	17	1,428	1,428
Other equity	18	63,710	60,101
Total equity		**65,138**	**61,529**
Liabilities			
Non-current liabilities			
Financial liabilities			
- Borrowings	19	2,159	5,035
- Lease liabilities	20	58	73
Provisions	23	255	224
Total non-current liabilities		**2,472**	**5,332**
Current liabilities			
Financial liabilities			
- Borrowings	19	907	916
- Lease liabilities	20	53	47
- Trade payables	22		
Total outstanding dues of micro enterprises and small enterprises		50	54
Total outstanding dues of creditors other than micro enterprises and small enterprises		203	226
- Other financial liabilities	21	674	546
Other current liabilities	24	297	638
Provisions	23	347	159
Total current liabilities		**2,531**	**2,586**
Total liabilities		**5,003**	**7,918**
TOTAL EQUITY AND LIABILITIES		**70,141**	**69,447**
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
CIN.: L35999TN1936PLC002202

S Sethuraman
Partner
Membership No.: 203491
Place: Chennai
Date: May 15, 2026

Harish Lakshman
Vice Chairman and Joint Managing Director
DIN:00012602
Place: Chennai
Date: May 15, 2026

Ganesh Lakshminarayan
Chairman and Managing Director
DIN:00012583
Place: Coonoor
Date: May 15, 2026

J Ananth
Chief Financial Officer
Place: Chennai
Date: May 15, 2026

Siva Chandrasekaran
Company Secretary
Membership No.: A7294
Place: Chennai
Date: May 15, 2026

STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2026

(All amounts are in INR lakhs unless otherwise stated)

	Particulars	Note	Year ended March 31, 2026	Year ended March 31, 2025
I	Revenue from operations	25	16,569	14,076
II	Other income	26	576	290
III	**Total income (I+II)**		**17,145**	**14,366**
IV	**Expenses**			
	Employee benefits expense	27	3,385	2,695
	Finance costs	28	499	168
	Depreciation and amortisation expenses	29	483	582
	Other expenses	30	3,787	2,991
	Total expenses		**8,154**	**6,436**
V	**Profit before tax (III-IV)**		**8,991**	**7,930**
VI	**Tax expense**	32		
	- Current tax		584	1,142
	- Deferred tax		(54)	(23)
	Total tax expense		**530**	**1,119**
VII	**Profit for the year (V-VI)**		**8,461**	**6,811**
VIII	**Other comprehensive income** **Items that will not be reclassified to profit or loss**			
	- Re-measurement gains / (losses) on defined benefit plans, net		46	15
	- Fair value changes on equity instruments through other comprehensive income		491	403
	- Income tax relating to items that will not be reclassified to profit or loss		37	84
	Total other comprehensive income / (loss) (net of tax)		**574**	**502**
IX	**Total comprehensive income for the year (VII+VIII)**		**9,035**	**7,313**
X	**Earnings per equity share**	37		
	- Nominal value per equity share (In ₹)		10	10
	- Basic (In ₹)		59.25	47.70
	- Diluted (In ₹)		59.25	47.70
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
CIN.: L35999TN1936PLC002202

S Sethuraman
Partner
Membership No.: 203491
Place: Chennai
Date: May 15, 2026

Harish Lakshman
Vice Chairman and Joint Managing Director
DIN:00012602
Place: Chennai
Date: May 15, 2026

Ganesh Lakshminarayan
Chairman and Managing Director
DIN:00012583
Place: Coonoor
Date: May 15, 2026

J Ananth
Chief Financial Officer
Place: Chennai
Date: May 15, 2026

Siva Chandrasekaran
Company Secretary
Membership No.: A7294
Place: Chennai
Date: May 15, 2026

STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2026

(All amounts are in INR lakhs unless otherwise stated)

A. Equity share capital

Particulars	Note	Amount
Balance as at April 01, 2025	**17**	**1,428**
Changes in equity share capital during the year		-
Balance as at March 31, 2026	**17**	**1,428**
Balance as at April 01, 2024	**17**	**1,428**
Changes in equity share capital during the year		-
Balance as at March 31, 2025	**17**	**1,428**

B. Other equity

Particulars	Reserves and Surplus				Item of OCI	Total Other Equity
	Capital Redemption Reserve	Securities premium	General Reserve	Retained Earnings	Equity instrument through OCI	
Balance as at April 01, 2025	**550**	**4,433**	**42,934**	**10,391**	**1,792**	**60,101**
Profit for the year	-	-	-	8,461	-	8,461
Other comprehensive income / (loss) for the year	-	-	-	34	540	574
Total comprehensive income for the year ended March 31, 2026	**-**	**-**	**-**	**8,495**	**540**	**9,035**
Contributions and distributions						
Dividend	-	-	-	(5,426)	-	(5,426)
Amount transferred within reserves	-	-	-	-	-	-
Balance as at March 31, 2026	**550**	**4,433**	**42,934**	**13,460**	**2,332**	**63,710**
Balance as at April 01, 2024	**550**	**4,433**	**40,373**	**9,700**	**1,301**	**56,357**
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 2

See accompanying notes forming part of standalone financial statements
As per our report of even date attached

For B S R & Co. LLP
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Place: Chennai
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Siva Chandrasekaran
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Membership No.: A7294
Place: Chennai
Date: May 15, 2026

STANDALONE STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2026

(All amounts are in INR lakhs unless otherwise stated)

Particulars	Note	Year ended March 31, 2026	Year ended March 31, 2025
A - Cash flows from operating activities			
Profit for the year		8,461	6,811
Adjustments for:			
Tax expense	32	530	1,119
Depreciation and amortisation expenses	29	483	582
Net (gain) / loss on disposal of property, plant and equipment	26	(3)	-
Finance costs	28	499	168
Gain on current investments measured at FVTPL	26	(177)	(179)
Interest income	26	(258)	(106)
Operating profit before working capital changes		**9,535**	**8,395**
Working capital adjustments:			
(Increase) / decrease in trade receivables		(567)	(13)
(Increase) / decrease in other assets		(57)	54
Increase / (decrease) in trade payables		(27)	33
Increase / (decrease) in provisions		266	14
Increase / (decrease) in other liabilities		(191)	405
Cash generated from / (used in) operating activities		**8,959**	**8,888**
Income taxes paid, net		(493)	(1,089)
Net cash generated from / (used in) operating activities		**8,466**	**7,799**
B - Cash flows from investing activities			
(Payment towards purchase) / proceeds from sale of current investments, net		2,653	(834)
(Payment towards purchase) / proceeds from sale of non-current investments, net		(5,000)	(192)
Distribution received from non-current investments		805	-
Payment towards purchase of property, plant and equipment and other intangible assets		(171)	(489)
Reimbursement of capital advance		-	922
Proceeds from disposal of property, plant and equipment		8	-
Payment towards acquisition of subsidiary		-	(4,500)
Loan given to related party		(4,000)	(5,000)
Repayment of loan by related party		6,000	-
Interest received		258	106
Bank balances not considered under cash and cash equivalents		18	-
Net cash generated from / (used in) investing activities		**571**	**(9,985)**
C - Cash flows from financing activities			
Proceeds from long-term borrowings	19	-	6,000
Repayment of long-term borrowings	19	(2,876)	(89)
Dividend paid to shareholders		(5,444)	(3,569)
Finance costs paid, net		(499)	(114)
Payment of lease liabilities		(58)	(146)
Net cash generated from / (used in) financing activities		**(8,877)**	**2,082**
Net increase / (decrease) in cash and cash equivalents (A+B+C)		**160**	**(104)**
Cash and cash equivalents at the beginning of the year	15	282	386
Cash and cash equivalents at the end of the year		**442**	**282**
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
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For and on behalf of the Board of Directors of Rane Holdings Limited
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NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026

(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 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) trade mark fee for use of "RANE" trade mark 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 and estimates may result in outcomes requiring

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026

(All amounts are in INR lakhs unless otherwise stated)

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, 20 and 39 - 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;

(a) Measurement of defined benefit obligations, key actuarial assumptions – Note 2.15 and 36

(b) Measurement and likelihood of occurrence of provisions and contingencies – Notes 2.17, 23 and 34

(c) Recognition of deferred tax assets/liabilities – Note 2.18 and 12

(d) Useful life of Property, plant and equipment and intangible assets - Note 2.6, 2.7, 3 and 6

(e) Impairment of Tangible and Intangible assets – Note 2.8

(f) Measurement of Lease liabilities and Right of Use Asset (ROU) – Notes 2.10, 5, 20 and 39

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.

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;
- 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:

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026

(All amounts are in INR lakhs unless otherwise stated)

- 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.

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

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2026
(All amounts are in INR lakhs unless otherwise stated)

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
Furniture and fixtures	5 years	10 years
Office equipment	3 years	5 years
Computers and data processing units	3 years	3 - 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

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026

(All amounts are in INR lakhs unless otherwise stated)

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 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.

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 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

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2026
(All amounts are in INR lakhs unless otherwise stated)

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 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 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:

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(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 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

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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.

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 provisions of Payment of Gratuity Act, 1972 and Code on Wages, 2019. The Gratuity

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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 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

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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.

19. 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.

20. 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.

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21. 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.

22. 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 seperate 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.

23. Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules from time to time.

For the year ended March 31, 2026, MCA notified the following amendments to:

Ind AS 1, Presentation of Financial Statements, for accounting periods beginning on or after April 01, 2026, when an entity breaches any covenant of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand, it classifies the liability as current, even if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach. An entity classifies the liability as current because, at the end of the reporting period, it does not have the right to defer its settlement for at least 12 months after that date.

However, an entity classifies the liability as non-current if the lender agreed by the end of the reporting period to provide a period of grace ending at least 12 months after the reporting period, within which the entity can rectify the breach and during which the lender cannot demand immediate repayment. This amendment is to be applied retrospectively for annual reporting periods beginning on or after April 01, 2026, in accordance with Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors. The Company has no impact on account of these amendments in classification criteria of current and non-current liabilities.

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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 01, 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**
Additions	-	-	-	11	58	47	116
Disposals	-	-	(9)	(5)	(35)	(17)	(66)
Balance as at March 31, 2026	**3,988**	**2,294**	**257**	**500**	**678**	**274**	**7,991**
Accumulated depreciation							
Balance as at April 01, 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**
Depreciation expense	-	90	22	36	121	44	313
Disposals	-	-	(7)	(5)	(35)	(14)	(61)
Balance as at March 31, 2026	**-**	**706**	**158**	**409**	**529**	**185**	**1,987**
Net carrying amount							
As at March 31, 2025	**3,988**	**1,678**	**123**	**116**	**212**	**89**	**6,206**
As at March 31, 2026	**3,988**	**1,588**	**99**	**91**	**149**	**89**	**6,004**

3.1. Land and buildings aggregating to ₹541 Lakhs at cost (March 31, 2025: ₹553 Lakhs) are mortgaged against loan availed from Bajaj Finance Limited (Also refer note 19).

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 35 for Capital commitments.

4. Capital work-in-progress (CWIP)

Particulars	Amount
Balance as at April 01, 2024	**8**
Additions	-
Capitalised	(8)
As at March 31, 2025	**-**
Additions	-
Capitalised	-
As at March 31, 2026	**-**

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. The Company does not have any closing balance of CWIP as at March 31, 2026 and March 31, 2025. Hence ageing schedule is not applicable.

4.3. Refer note 35 for Capital Commitments

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5. Right-of-use assets

Particulars	Building	Vehicles	Total
Gross carrying amount			
Balance as at April 01, 2024	**253**	**154**	**407**
Additions	-	45	45
Disposals	(253)	(17)	(270)
Balance as at March 31, 2025	**-**	**182**	**182**
Additions	-	42	42
Disposals	-	(5)	(5)
Balance as at March 31, 2026	**-**	**219**	**219**
Accumulated depreciation			
Balance as at April 01, 2024	**161**	**48**	**209**
Depreciation expense	92	38	130
Disposals	(253)	(12)	(265)
Balance as at March 31, 2025	**-**	**74**	**74**
Depreciation expense	-	49	49
Disposals	-	(3)	(3)
Balance as at March 31, 2026	**-**	**120**	**120**
Net carrying amount			
As at March 31, 2025	**-**	**108**	**108**
As at March 31, 2026	**-**	**99**	**99**

5.1. Also refer note 39 - Leases

5.2. The Company has not revalued its right-of-use assets.

6. Intangible assets

Particulars	Software
Gross carrying amount	
Balance as at April 01, 2024	**435**
Additions	128
Disposals	-
Balance as at March 31, 2025	**563**
Additions	35
Disposals	(50)
Balance as at March 31, 2026	**548**
Accumulated amortisation	
Balance as at April 01, 2024	**217**
Amortisation expense	115
Disposals	-
Balance as at March 31, 2025	**332**
Amortisation expense	121
Disposals	(50)
Balance as at March 31, 2026	**403**
Net carrying amount	
As at March 31, 2025	**231**
As at March 31, 2026	**145**

6.1. The Company has not revalued its other intangible assets.

6.2. Refer note 35 for Capital Commitments

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7. Non-current investments

Particulars	Face value per share	As at March 31, 2026 No. of Shares (in numbers)	As at March 31, 2026 Amount	As at March 31, 2025 No. of Shares (in numbers)	As at March 31, 2025 Amount
I. Quoted investments					
Investments in equity instruments at cost					
- Subsidiary companies					
Rane (Madras) Limited (RML)	₹10	1,76,31,213	39,617	1,16,72,774	25,632
Rane Engine Valve Limited (REVL) (refer note 7.1)				42,16,951	11,020
Rane Brake Lining Limited (RBL) (refer note 7.1)				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 Private Limited (RSSL) (formerly known as Rane NSK Steering systems Private Limited) (refer note 7.2)	₹10	1,99,00,000	10,512	1,79,00,000	5,512
- Joint venture / associate companies					
ZF Rane Automotive India Private Limited (ZRAI) (refer note 7.3)	₹ 10	42,81,740	1,686	42,81,740	2,285
ZF Lifetec Rane Automotive India Private Limited (ZLRAI) (refer note 7.3)	₹ 10	42,81,740	599	-	-
b. Investments in equity (designated as FVOCI)					
Autotech Fund I, L.P (refer note 7.4)			3,392		3,032
eTrans Solutions Private Limited (refer note 7.4)	₹ 10	8,62,505	898	8,62,505	880
Wellingdon Corporate Foundation	₹ 10	60	-	60	-
Total unquoted investments			**17,116**		**11,738**
Total non-current investments (I + II)			**56,733**		**51,355**
Aggregate value of quoted investments			39,617		39,617
Aggregate market value of quoted investments			1,09,596		1,11,416
Aggregate value of unquoted investments			17,116		11,738

Notes:

7.1 During the year ended March 31, 2025, pursuant to the scheme of amalgamation ("Scheme") approved by National Company Law Tribunal (NCLT), RBL and REVL were amalgamated with RML with the appointed date as April 01, 2024. Subsequently, during the current year, RML allotted equity shares in accordance with the share swap ratio prescribed in the Scheme to the Company.

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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.

During the year ended March 31, 2026, the Company has subscribed 20,00,000 equity shares of RSSL of face value ₹ 10 each at a price of ₹ 250 (including a share premium of ₹ 240 per share), aggregating to ₹ 5,000 Lakhs, on a rights basis.

7.3 The Hon. National Company Law Tribunal (NCLT) vide their order dated January 07, 2026, sanctioned the Scheme of Arrangement to demerge the Occupant Safety Division and related investments from ZF Rane Automotive India Private Limited ('ZRAI') to ZF Lifetec Rane Automotive India Private Limited ('ZLRAI') under Sections 230 to 232 and other applicable provisions of the Companies Act. Upon fulfillment of all the conditions stated in the Scheme, including filing of the aforesaid Order with the Registrar of Companies (Chennai), the scheme became effective from Feburary 01, 2026, being the Appointed Date and the Effective Date of the Scheme.

Pursuant to the Scheme of Demerger, ZLRAI has allotted to the Company 42,81,740 equity shares of face value ₹ 10/- each fully paid up and accordingly the Company holds 49% of the equity share capital in ZLRAI. Accordingly, the financial information of ZLRAI is accounted in accordance with Ind AS 28 – Investments in Associates and Joint Ventures.

7.4 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, 2026	Dividend recognised during the year 2025-26	Fair value at March 31, 2025	Dividend recognised during the year 2024-25
Investment in AutoTech Fund I, L.P ("AutoTech")	3,392	-	3,032	-
Investment in e Trans Solutions Private Limited ("e Trans")	898	22	880	17

During the year ended March 31, 2026, the Company had invested ₹ Nil amount (₹193 Lakhs during the year ended March 31, 2025) in AutoTech towards its share of capital contribution as one of the limited partners in the fund. The Company has received an amount of ₹ 65 Lakhs (₹ 782 Lakhs during the year ended March 31, 2025) 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. Further, the Company also received distributions in kind amounting to ₹ 48 Lakhs during the year. The aforesaid amounts have been reduced from the carrying value of investments.

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8 Loans

Particulars	Non-current		Current	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
(Unsecured and considered good, unless otherwise stated)				
Loan to related parties (refer note 40)	3,000	5,000	28	-
Loan to employees	-	-	2	2
Total	**3,000**	**5,000**	**30**	**2**

8.1. The Company's exposure to credit risk and market risk are disclosed in note 41.

8.2. 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.

9. Other financial assets

Particulars	As at March 31, 2026	As at March 31, 2025
(Unsecured and considered good, unless otherwise stated)		
Security deposits	96	64
Rent advance	-	5
Other receivables	2	740
Total	**98**	**809**

9.1. The Company's exposure to credit risk and market risk are disclosed in note 41.

10. Income tax assets, net

Particulars	As at March 31, 2026	As at March 31, 2025
Advance income-tax, net (refer note 32)	127	218

11. Other assets

Particulars	Non-current		Current	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
(Unsecured and considered good, unless otherwise stated)				
Capital advances	33	53	-	-
Balance with Government Authorities	8	-	-	-
Prepaid expenses	-	-	377	350
Advance to suppliers	-	-	28	6
Advances to employees	-	-	-	6
Others	-	-	131	182
Total	**41**	**53**	**536**	**544**

12. Deferred tax liabilities / (assets)

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred tax assets	(153)	(111)
Deferred tax liabilities	6	55
Deferred tax Asset, net	**(147)**	**(56)**

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Movement in deferred tax for the year ended March 31, 2026

Particulars	As at April 01, 2025	Recognised in profit and loss during 2025-26	Recognised in OCI during 2025-2026	As at March 31, 2026
Deferred tax assets				
Provision for employee benefits	(80)	(24)	12	(92)
Right of use assets and lease liabilities *	(4)	(0)	-	(4)
Property, plant and equipment and other intangible assets	(27)	(30)	-	(57)
	(111)	**(54)**	**12**	**(153)**
Deferred tax liabilities				
Fair valuation on equity instruments through other comprehensive income	55	-	(49)	6
	55	**-**	**(49)**	**6**
Deferred tax liabilities / (assets)	**(56)**	**(54)**	**(37)**	**(147)**

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)
Property, plant and equipment and other intangible assets	(11)	(16)	-	(27)
	(87)	**(23)**	**-**	**(111)**
Deferred tax liabilities				
Fair valuation on equity instruments through other comprehensive income	143	-	(88)	55
	143	**-**	**(88)**	**55**
Deferred tax liabilities / (assets)	**56**	**(23)**	**(88)**	**(56)**

Details for amount and expiry of losses carried forward

Particulars	As at March 31, 2026		As at March 31, 2025	
	Amount	Expiry	Amount	Expiry
Capital Losses				
AY 2024-25	5,066	AY 2032-33	5,875	AY 2032-33

* Value less than ₹ 0.5 Lakhs

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13. Current investments

Particulars	As at March 31, 2026			As at March 31, 2025		
	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						
- Aditya Birla Sun Life Liquid Fund - Regular Growth	439	44,159	194	414	6,77,181	2,803
- Nippon India Liquid Fund - Growth Plan	6,652	5,456	363	6,269	5,544	348
- SBI Liquid Fund - Regular Growth	4,259	8,207	350	4,016	6,955	279
- HDFC Liquid Fund - Growth Plan	5,348	1,198	64	-	-	-
- HSBC Liquid Fund - Regular Growth	2,718	156	4	-	-	-
- Sundaram Liquid Fund - Regular Growth	2,402	1,093	26	-	-	-
Total			**1,001**			**3,430**
Aggregate value of unquoted investments			1,001			3,430
Aggregate amount of impairment in value of investments (included in the above)			-			-

14. Trade receivables

Particulars	As at March 31, 2026	As at March 31, 2025
Considered good - secured	-	-
Considered good - unsecured	1,659	1,092
Trade receivables - which have significant increase in credit risk	-	-
Trade receivables - credit impaired	-	-
Loss allowance	-	-
Total	**1,659**	**1,092**

Trade receivables ageing schedule - March 31, 2026

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	452	1,207	-	-	-	-	1,659
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables – considered good	-	-	-	-	-	-	-

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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
(v) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
Sub-total	**452**	**1,207**	**-**	**-**	**-**	**-**	**1,659**
(vii) Unbilled							-
Total	**452**	**1,207**	**-**	**-**	**-**	**-**	**1,659**

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**

Note:

The Company's receivables are predominantly from its subsidary 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 41. For related party receivables, refer note 40.

15. Cash and cash equivalents

Particulars	As at March 31, 2026	As at March 31, 2025
Balances with banks		
- on current accounts	441	281
Cash on hand	1	1
Total	**442**	**282**

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16. Bank balances other than cash and cash equivalents above

Particulars	As at March 31, 2026	As at March 31, 2025
Balances with banks in earmarked accounts - Unclaimed dividend	79	61
Total	**79**	**61**

17. Equity share capital

Particulars	As at March 31, 2026	As at March 31, 2025
a. Authorised share capital:		
Equity shares:		
1,50,00,000 (March 31, 2025: 1,50,00,000) equity shares of ₹ 10 each	1,500	1,500
Preference shares:		
50,00,000 (March 31, 2025: 50,00,000) preference shares of ₹ 10 each	500	500
b. Issued, subscribed and paid up share capital:		
1,42,77,809 (March 31, 2025: 1,42,77,809) equity shares of ₹ 10 each fully paid-up	**1,428**	**1,428**

17.1 Reconciliation of shares outstanding at the beginning and at the end of the year

Particulars	As at March 31, 2026		As at March 31, 2025	
	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

17.2 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.

17.3 Shares held by promoters at the end of the year

Promoter name	As at March 31, 2026			As at March 31, 2025		
	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%	0.00%	14,84,056	10.39%	0.00%
Lakshman L (including joint holding with Pushpa Lakshman)	7,52,560	5.27%	0.00%	7,52,560	5.27%	0.00%
Ganesh L & Meenakshi Ganesh	7,45,346	5.22%	0.18%	7,19,096	5.04%	0.00%
Rathika R Sundaresan	5,72,566	4.01%	(0.37)%	6,25,066	4.38%	0.00%
Geetha Raman Subramanyam	6,25,065	4.38%	0.00%	6,25,065	4.38%	0.00%
Ranjini R Iyer	6,25,065	4.38%	0.00%	6,25,065	4.38%	0.00%

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Promoter name	As at March 31, 2026			As at March 31, 2025		
	Number of shares held	% of total shares	% change during the year	Number of shares held	% of total shares	% change during the year
Meenakshi Ganesh & Ganesh L	3,05,430	2.14%	0.00%	3,05,430	2.14%	0.00%
Vanaja Aghoram	2,75,635	1.93%	0.00%	2,75,635	1.93%	0.00%
Lakshman L (Huf)	2,16,986	1.52%	0.00%	2,16,986	1.52%	0.00%
Pushpa Lakshman & Lakshman L	1,95,199	1.37%	0.00%	1,95,199	1.37%	0.00%
Ganesh L (Huf)	1,91,907	1.34%	0.00%	1,91,907	1.34%	0.00%
Shanthi Narayan (including joint holding with Subbaraman Narayan)	1,40,924	0.99%	0.00%	1,40,924	0.99%	(0.03)%
Harish Lakshman	1,74,367	1.22%	0.22%	1,43,367	1.00%	0.02%
Aditya Ganesh	1,14,281	0.80%	0.00%	1,14,281	0.80%	0.00%
Aparna Ganesh	68,511	0.48%	0.00%	68,511	0.48%	0.00%
Rama R Krishnan	61,452	0.43%	0.00%	61,452	0.43%	0.00%
Vinay Lakshman	53,148	0.37%	0.00%	53,148	0.37%	(0.02)%
Malavika Lakshman (including joint holding with Harish Lakshman)	28,867	0.20%	0.05%	22,067	0.15%	0.01%
Rekha Sundar	15,610	0.11%	0.00%	15,610	0.11%	0.00%
Narayanaswamy Sundaresan (Legal Heir of Late. Chitra Sundaresan)	8,209	0.06%	0.00%	8,209	0.06%	0.00%
Pravin Kumar	2,800	0.02%	0.00%	2,800	0.02%	0.00%
Keshav Harish Lakshman	100	0.00%	0.00%	100	0.00%	0.00%

17.4 Particulars of shareholders holding more than 5 percent of equity shares in the Company

Name of the share holder	As at March 31, 2026		As at March 31, 2025	
	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	7,45,346	5.22%	7,19,096	5.04%

17.5 Information regarding issue of shares in the period of five years immediately preceding the reporting date

(a) The Company has not issued any shares without payment being received in cash.

(b) The Company has not issued any bonus shares.

(c) The Company has not undertaken any buy-back of shares.

(d) The Company has not issued any stock options or warrants.

17.6 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-

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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, 2026	As at March 31, 2025
Total debt	3,066	5,951
Cash and cash equivalents	(442)	(282)
Adjusted net debt	**2,624**	**5,669**
Total equity	65,138	61,529
Adjusted net debt to total equity ratio	**0.04**	**0.09**

18. Other equity

Particulars	As at March 31, 2026	As at March 31, 2025
General reserve	42,934	42,934
Securities premium	4,433	4,433
Capital redemption reserve	550	550
Retained earnings	13,461	10,392
Equity instruments through OCI	2,332	1,792
Total	**63,710**	**60,101**

a. General reserve

Particulars	As at March 31, 2026	As at March 31, 2025
General reserve		
Balance at the beginning of the year	**42,934**	**40,373**
Add: Addition during the year	-	2,561
Balance at the end of the year	**42,934**	**42,934**

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, 2026	As at March 31, 2025
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.

c. Capital redemption reserve

Particulars	As at March 31, 2026	As at March 31, 2025
Capital redemption reserve	550	550
Balance at the end of the year	**550**	**550**

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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, 2026	As at March 31, 2025
Balance at the beginning of the year	**10,392**	**9,700**
Profit for the year	8,461	6,811
Other comprehensive income arising from remeasurement of defined benefit obligation (net of tax)	34	11
Payment of dividends	(5,426)	(3,569)
Transfer to general reserve	-	(2,561)
Balance at the end of the year	**13,461**	**10,392**

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 ₹ 42 Lakhs as at March 31, 2026 (March 31, 2025: ₹ 76 Lakhs).

In respect of the year ended March 31, 2026, the directors proposed a dividend of ₹ 47 /- per share (March 31, 2025: ₹ 38 /- 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 ₹ 6,711 Lakhs (March 31, 2025: ₹ 5,425 Lakhs).

e. Equity instruments through OCI

Particulars	As at March 31, 2026	As at March 31, 2025
Balance at the beginning of the year	**1,792**	**1,301**
Net gain / (loss) on equity instruments through OCI (net of tax)	540	491
Balance at the end of the year	**2,332**	**1,792**

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.

19. Borrowings

Particulars	Non-current		Current	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Financial liabilities at amortised cost				
Term loans				
- From others				
Secured loans	2,159	5,035	907	916
Total borrowings	**2,159**	**5,035**	**907**	**916**

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Summary of borrowing arrangements

Particulars	As at March 31, 2026	As at March 31, 2025	Terms of repayment
Term loan from Bajaj Finance Limited	3,066	5,951	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. Pursuant to the part prepayment of the principal during the current year, the number of instalments have reduced to 19. (refer Note 19.2)
Less: Current maturities	(907)	(916)	
Total	**2,159**	**5,035**	

19.1 The interest rate is at 9.00% p.a for the loans outstanding as at March 31, 2026. (March 31, 2025: 9.30% p.a)

19.2 During the year, the Company has prepaid an amount of ₹ 2,000 lakhs towards part repayment of outstanding principal.

19.3 The term loans outstanding as at March 31, 2026 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 41

Breach of loan agreement

There is no breach of loan agreements.

Reconciliation of cash flows from financing activities

Particulars	Borrowings		Lease liabilities	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Opening balance	**5,951**	**-**	**120**	**212**
Changes from financing cash flows				
Repayment of borrowings	(2,876)	(89)	-	-
Proceeds from borrowings	-	6,000	-	-
Interest Expenses	490	154	-	-
Interest Paid	(499)	(114)	-	-
Payment of lease liabilities	-	-	(58)	(146)
Other changes				
New leases	-	-	42	40
Interest expense	-	-	9	14
Other changes	-	-	(2)	-
Closing balance	**3,066**	**5,951**	**111**	**120**

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20. Lease liabilities

Particulars	Non-current		Current	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Lease liabilities (refer note 39)	58	73	53	47
Total	**58**	**73**	**53**	**47**

21. Other financial liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Employee benefits payable	315	214
Commision payable	213	164
Unclaimed dividend (refer note 16)	79	61
Capital creditors (refer note 21.3)	8	48
Others (refer note 21.1)	59	59
Total	**674**	**546**

21.1 Others represents an accrued amount of ₹ 59 Lakhs in the earlier years towards arrears of lease rent for the land taken under lease.

21.2 The Company's exposure to credit and liquidity risk related to other financial liabilities are disclosed in note 41.

21.3 Capital creditors includes ₹ Nil (March 31, 2025 : ₹ 25 Lakhs) due to micro enterprises and small enterprises.

22. Trade payables

Particulars	As at March 31, 2026	As at March 31, 2025
Total outstanding dues of micro enterprises and small enterprises (refer note 22.1)	50	54
Total outstanding dues of creditors other than micro enterprises and small enterprises	203	226
Total	**253**	**280**

Refer note 22.1 for details of dues to micro enterprises and small enterprises (MSME). 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 41.

Trade payables ageing schedule - March 31, 2026

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 *	49	0	-	-	-	50
(ii) Undisputed dues - Others	39	6	-	-	-	44
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-

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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						159
Total	**88**	**6**	**-**	**-**	**-**	**253**

* Value less than ₹ 0.5 Lakhs

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	-	-	-	-	-	-
(v) Unbilled dues						203
Total	**69**	**8**	**-**	**-**	**-**	**280**

22.1 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, 2026	As at March 31, 2025
(a)	the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year;	50	79
(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

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22.1.a. Amount due to MSME as on March 31, 2026 ₹ 50 Lakhs (March 31, 2025; ₹ 79 Lakhs) represents amount payable towards trade payables of ₹ 50 Lakhs (March 31, 2025: ₹ 54 Lakhs) and amount due to capital creditors ₹ Nil (March 31, 2025: ₹ 25 Lakh)

23. Provisions

Particulars	Non-current		Current	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Provision for leave encashment	255	224	81	88
Provision for gratuity (refer note 36)	-	-	266	71
Total	**255**	**224**	**347**	**159**

24. Other current liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Advance received from customers	-	16
Statutory dues payable	297	622
Total	**297**	**638**

25. Revenue from operations

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Service fee	7,025	5,271
Trade mark fee	4,278	3,831
Dividend income	5,266	4,974
Total	**16,569**	**14,076**

Disaggregation of revenue from contracts with customers based on location of the customers:

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Revenue by geography		
India (Domestic)	16,163	13,975
Outside India (Exports)	406	101
Total	**16,569**	**14,076**

25.1 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.

Contract assets

Particulars	As at March 31, 2026	As at March 31, 2025
The following disclosure provides information about receivables and contract assets from contracts with customers		
Receivables which are included in trade receivables (refer note 14)	1,659	1,092

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26. Other income

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Gain on current investments measured at FVTPL	177	179
Foreign exchange gain, net	-	1
Gain on disposal of property, plant and equipment, net *	3	0
Interest income earned on financial assets at amortised cost		
- Interest on loan given to related party	258	100
- Interest on deposit	-	1
- Interest on tax refund	98	5
Other non-operating income	40	4
Total	**576**	**290**

* Value less than ₹ 0.5 Lakhs

27. Employee benefits expense

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Salaries, wages and bonus	2,690	2,211
Expenses relating to post-employment benefit plans (refer note 36)	253	58
Contribution to:		
Provident and other fund (refer note 36)	145	128
Superannuation fund (refer note 36)	25	29
National pension scheme	44	36
Staff welfare expenses	228	233
Total	**3,385**	**2,695**

28. Finance costs

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Interest expense		
- On loans	490	154
- On lease liabilities	9	14
- On others *	-	0
Total	**499**	**168**

* Value less than ₹ 0.5 Lakhs

29. Depreciation and amortisation expenses

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Depreciation on property, plant and equipment (refer note 3)	313	337
Depreciation of right-of-use assets (refer note 5)	49	130
Amortisation of intangible assets (refer note 6)	121	115
Total	**483**	**582**

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30. Other expenses

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Power and fuel	85	75
Rent (refer note 39)	141	14
Travelling and conveyance	131	97
Repairs and maintenance		
- Buildings	247	238
- Others	46	56
Insurance	137	121
Rates and taxes	39	53
Payment to auditors (refer note 30.1)	28	34
Directors' sitting fees and commission	42	14
Information systems expenses	1,045	994
Professional charges	1,434	809
Corporate social responsibility expenditure (refer note 30.2)	77	77
Chairman and Managing Director commission (refer note 40)	185	164
Miscellaneous expenses	150	245
Total other expenses	**3,787**	**2,991**

30.1 Payment to auditors (excluding taxes)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
For statutory audit and limited reviews	23	30
For tax audit	1	1
For certification fee	1	2
For reimbursement of expenses	3	1
Total	**28**	**34**

30.2 Expenditure on corporate social responsibility

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
(i) Amount required to be spent by the company during the year	77	77
(ii) Amount approved by the Board to be spent during the year	77	77
(iii) Amount spent during the year		
(a) Construction / acquisition of asset	-	-
(b) On purposes other than (a) above		
(i) Education	55	53
(ii) Healthcare	5	5
(iii) Community Development	8	9
(iv) Others	-	-
(v) Utilisation of carry forward from earlier periods	9	10
(iv) Shortfall / (excess) at the end of the year*	0	0
(v) Total of previous years shortfall	-	-

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Particulars	Year ended March 31, 2026	Year ended March 31, 2025
(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 40	Refer note 40
(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, 2026	Year ended March 31, 2025
Opening balance	9	22
Amount required to be spent during the year	(77)	(77)
Amount spent during the year	68	67
Amount lapsed during the year	-	(3)
Closing balance *	**0**	**9**

* Value less than ₹ 0.5 Lakhs

30.3 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:

   1) 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

   2) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

f. The Company does not have any charges or satisfaction which is yet to be registered with Registar 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.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
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31. Ratios as per the schedule III requirements

Ratio	Numerator	Denominator	As at March 31, 2026	As at March 31, 2025	Variance (%)	Reasons
Current ratio	Current assets	Current liabilities	1.52	2.41	(37%)	Redemption of short term investments
Debt - equity ratio	Total debt	Total equity	0.05	0.10	(51%)	Lower debt due to repayment of borrowings.
Debt service coverage ratio	Earnings available for debt services *	Total interest and principal repayments	6.55	21.62	(70%)	Loan was availed during the previous year, resulting in interest and principal payments for part period.
Return on equity ratio	Profit after tax	Average shareholders' equity	13.36%	11.42%	17%	No significant change
Inventory turnover ratio	Cost of goods sold	Average inventory	-	-	-	Inventory turnover ratio is not applicable since the Company does not have any inventory.
Trade Receivables turnover ratio	Revenue	Average trade receivables	8.22	8.39	(2%)	No significant change
Trade payables turnover ratio	Expenses	Average trade payables	14.20	11.34	25%	Increase in consultancy expenses towards special projects
Net capital turnover ratio	Revenue from operations	Working capital	12.60	3.87	225%	Increase in service fee, trademark fee and dividend income and redemption of short term investments
Net profit ratio	Profit after tax	Revenue from operations	51.06%	48.39%	6%	No significant change
Return on Capital employed	Earnings before interest and taxes	Capital employed **	13.92%	11.99%	16%	No significant change
Return on Investment	Income generated from invested funds	Average invested funds in treasury investments	6.37%	7.20%	(12%)	Due to redemption of mutual funds

* Earnings available for debt services = Profit after tax + Depreciation and amortisation expense + Finance costs - Deferred tax income

** Capital employed = Total equity + Total debt + Deferred tax liabilities - Deferred tax assets + Lease liabilities

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32. Tax reconciliation

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Current tax expense	1,069	1,142
Tax expense related to prior period	(485)	-
Deferred tax expense	(54)	(23)
Tax expense recognised in profit or loss	**530**	**1,119**

Reconciliation of effective tax rate

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Profit before tax	**8,991**	**7,930**
Income tax expense calculated at applicable statutory rate of 25.17% (FY 2024-25: 25.17%)	2,263	1,996
Effect of		
Deduction under Chapter VI-A (80M)	(1,202)	(862)
Non-deductible expense	(46)	(15)
Changes in estimates related to prior years	(485)	-
Income tax expense recognised in profit or loss	**530**	**1,119**

Income tax recognised in other comprehensive income

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Current tax on remeasurement of defined benefit plan	(12)	(4)
Equity investment through other comprehensive income		
- Deferred tax	49	88
Income tax recognised in other comprehensive income	**37**	**84**

33 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, 2026	Year ended March 31, 2025
Opening balance	5,000	-
Given during the year	4,000	5,000
Repaid during the year	(6,000)	-
Closing balance	**3,000**	**5,000**

During the year ended March 31, 2026, the Company has 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 9.25% per annum (March 31, 2025: 9.55% p.a)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026

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(ii) Interest accrued on loan

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Opening balance	-	-
Interest for the year	258	100
Interest received during the year	230	(100)
Closing balance	**28**	**-**

During the year ended March 31, 2026, the maximum amount of loan outstanding and interest on loan at any point in time during the year was ₹ 5000 Lakhs and ₹ 51 Lakhs respectively.

34 Contingent liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Claims against the company not acknowledged as debts		
- Income tax matters	35	35
- GST matters	143	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 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.

35. Capital Commitments

Particulars	As at March 31, 2026	As at March 31, 2025
Estimated amount of contracts remaining to be executed on capital account (net of advance)	33	43

36. 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.

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(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 ₹ 170 Lakhs (for the year ended March 31, 2025 : ₹ 158 Lakhs) represents contributions payable to these plans by the company at rates specified in the rules of the plans. As at March 31, 2026 contributions of ₹ 28 Lakhs (as at March 31, 2025 : ₹ 25 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.
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, 2026	As at March 31, 2025
Present value of defined benefit obligation	1,142	898
Fair value of plan assets	876	826
Net (asset) / liability recognised in the balance sheet	**266**	**72**

(i) Movement in present values of defined benefit obligations

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Opening defined benefit obligation	898	810
Current service cost	53	52
Interest cost	59	56
Actuarial (gain) / loss	(36)	(4)
Past service cost *	193	-
Transfer in	27	50
Transfer out	(15)	(47)
Benefits paid	(38)	(19)
Closing defined benefit obligation	**1,142**	**898**

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(ii) Movements in the fair value of the plan assets

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Opening fair value of plan assets	826	702
Interest income	52	50
Remeasurement gain / (loss):		
Actuarial (gain) / loss	10	11
Contributions from the employer	14	78
Transfer in	27	50
Transfer out	(15)	(47)
Benefits paid	(38)	(18)
Closing fair value of plan assets	**876**	**826**

(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, 2026	Year ended March 31, 2025
Current service cost	53	52
Net interest (income)/expense	7	6
Past service cost *	193	-
Components of defined benefit costs recognised in profit or loss	**253**	**58**
Remeasurement on the net defined benefit liability :		
Actuarial (gain) / loss on plan assets	(10)	(11)
Actuarial (gain) / loss on plan obligations	(36)	(4)
Components of defined benefit costs recognised in other comprehensive income	**(46)**	**(15)**

* During the year ended March 31, 2026, the Central Government of India has notified the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020, collectively referred to as the 'New Labour Codes', effective from November 21, 2025 primarily impacting the wage definition to be considered for the purpose of defined benefit obligation relating to gratuity.

As a result of this plan amendment, the Company's defined benefit obligation increased by ₹ 193 Lakhs (March 31, 2025: Nil). A corresponding past service cost was recognised in profit or loss during the current year.

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	Year ended March 31, 2026	Year ended March 31, 2025
Discount rate	6.79%	6.38%
Salary escalation	8.00%	8.00%
Attrition	13.00%	16.00%

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.

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(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, 2026	March 31, 2025
A. Discount rate + 50 BP	**7.29%**	**6.88%**
Defined Benefit Obligation	1,127	887
Current service cost	(62)	(49)
B. Discount rate - 50 BP	**6.29%**	**5.88%**
Defined Benefit Obligation	1,157	909
Current service cost	65	51
C. Salary escalation rate +50 BP	**8.50%**	**8.50%**
Defined Benefit Obligation	1,157	909
Current service cost	65	51
D. Salary escalation rate -50 BP	**7.50%**	**7.50%**
Defined Benefit Obligation	1,126	886
Current service cost	(62)	(49)
E. Attrition rate +50 BP	**13.50%**	**16.50%**
Defined Benefit Obligation	1,141	897
Current service cost	(63)	(50)
F. Attrition rate - 50 BP	**12.50%**	**15.50%**
Defined Benefit Obligation	1,142	898
Current service cost	64	50

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 used in preparing the sensitivity analysis from prior years.

Defined benefit liability and employer contributions

The Company expects to contribute an amount of ₹ 266 Lakhs towards defined benefit plan obligations funds for year ending March 31, 2027 in view of deficit in plan assets as at March 31, 2026. The weighted average duration of the defined benefit obligation is 3.0 years (March 31, 2025 - 2.8 years). The expected maturity analysis of undiscounted gratuity is as follows:

Particulars	March 31, 2026	March 31, 2025
Year 1	607	520
Year 2	196	107
Year 3	90	116
Year 4	114	42
Year 5	80	74
Next 5 years	198	139

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37. Earnings per share ('EPS')

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Profit attributable to the equity holders	8,461	6,811
Weighted average number of equity shares	1,42,77,809	1,42,77,809
a. Basic Earning per share (₹)	59.25	47.70
b. Diluted Earnings per share (₹)	59.25	47.70

38. 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.

39 Leases

A. Breakup of current and non-current lease liabilities

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Current lease liabilities	53	47
Non-current lease liabilities	58	73
Total	**111**	**120**

B. Movement in lease liabilities

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Opening balance	120	212
Additions / (deletions / termination)	40	40
Interest expense on lease liabilities	9	14
Payment of lease liabilities	(58)	(146)
Closing balance	**111**	**120**

C. Maturity analysis - contractual undiscounted cash flows

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Less than one year	59	47
One to five years	59	70
Total	**118**	**117**

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D. Amounts recognized in profit or loss

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Interest on lease liabilities	9	14
Expenses relating to short-term leases recognised in other expenses	141	14

E. Amounts recognised in statement of cash flows

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Total cash outflows for leases	58	146

40 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
Joint venture / associate entities	ZF Rane Automotive India Private Limited ('ZRAI')
	ZF Lifetec Rane Automotive India Private Limited ('ZLRAI') (subsidiary of ZRAI effective July 4, 2024 till January 31, 2026, Joint Venture / Associate of RHL w.e.f. February 01, 2026)
	ZF Rane Occupant Safety Systems Private Limited (subsidiary of ZRAI till January 31, 2026), (subsidiary of ZLRAI w.e.f. February 01, 2026)
	TRW Sun Steering Wheels Private Limited (subsidiary of ZRAI effective March 28, 2024 till January 31, 2026), (subsidiary of ZLRAI w.e.f. February 01, 2026)
	Rane Steering Systems Private Limited (formerly known as Rane NSK Steering Systems Private Limited) till September 18, 2024

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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. Ganesh Lakshminarayan (Chairman and Managing Director)
	Mr. Harish Lakshman (Vice Chairman and Joint Managing Director)
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	
	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25
Transaction during the year												
Investment made												
Rane Steering Systems Private Limited	5,000	4,500	-	-	-	-	-	-	-	-	-	-
Loan given												
Rane Steering Systems Private Limited	4,000	5,000	-	-	-	-	-	-	-	-	-	-
Loan repaid												
Rane Steering Systems Private Limited	6,000	-	-	-	-	-	-	-	-	-	-	-
Interest income												
Rane Steering Systems Private Limited	258	100	-	-	-	-	-	-	-	-	-	-
Service fee												
Rane (Madras) Limited	3,691	2,703	-	-	-	-	-	-	-	-	-	-
Rane Steering Systems Private Limited	1,280	610	-	395	-	-	-	-	-	-	-	-
ZF Rane Automotive India Private Limited	-	-	1,505	1,327	-	-	-	-	-	-	-	-
ZF Lifetec Rane Automotive India Private Limited	-	-	162	-	-	-	-	-	-	-	-	-
ZF Rane Occupant Safety Systems Private Limited	-	-	276	134	-	-	-	-	-	-	-	-
TRW Sun Steering Wheels Private Limited	-	-	1	-	-	-	-	-	-	-	-	-
Trademark fee												
Rane (Madras) Limited	1,906	1,669	-	-	-	-	-	-	-	-	-	-
ZF Rane Automotive India Private Limited	-	-	1,788	1,945	-	-	-	-	-	-	-	-
ZF Lifetec Rane Automotive India Private Limited	-	-	191	-	-	-	-	-	-	-	-	-
ZF Rane Occupant Safety Systems Private Limited	-	-	394	216	-	-	-	-	-	-	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2026
(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	
	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25
Dividend received												
Rane (Madras) Limited	1,410	1,371	-	-	-	-	-	-	-	-	-	-
Rane Holdings America Inc.	295	-	-	-	-	-	-	-	-	-	-	-
ZF Rane Automotive India Private Limited	-	-	3,538	3,586	-	-	-	-	-	-	-	-
Salary and other perquisites												
Ganesh Lakshminarayan	-	-	-	-	373	370	-	-	-	-	-	-
Harish Lakshman	-	-	-	-	81	137	-	-	-	-	-	-
Commission												
Ganesh Lakshminarayan	-	-	-	-	185	164	-	-	-	-	-	-
Advisory fee												
L Lakshman	-	-	-	-	-	-	125	125	-	-	-	-
Reimbursement of expenses from												
Rane (Madras) Limited	19	87	-	-	-	-	-	-	-	-	-	-
Rane Steering Systems Private Limited	18	2,267	-	-	-	-	-	-	-	-	-	-
ZF Rane Automotive India Private Limited	-	-	22	35	-	-	-	-	-	-	-	-
ZF Lifetec Rane Automotive India Private Limited	-	-	4	-	-	-	-	-	-	-	-	-
Reimbursement of expenses to												
Rane (Madras) Limited	53	65	-	-	-	-	-	-	-	-	-	-
Rane Steering Systems Private Limited	14	-	-	-	-	-	-	-	-	-	-	-
ZF Rane Automotive India Private Limited	-	-	1	-	-	-	-	-	-	-	-	-
ZF Lifetec Rane Automotive India Private Limited	-	-	1	-	-	-	-	-	-	-	-	-
ZF Rane Occupant Safety Systems Private Limited	-	-	1	-	-	-	-	-	-	-	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2026
(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	
	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25
L Lakshman	-	-	-	-	-	-	2	2	-	-	-	-
CSR contributions to												
Rane Foundation	-	-	-	-	-	-	-	-	55	52	-	-
Contribution to post employment benefit plan												
Rane Holdings Limited Gratuity Fund	-	-	-	-	-	-	-	-	-	-	16	78
Rane Holdings Limited Senior Executives Superannuation Fund	-	-	-	-	-	-	-	-	-	-	25	29

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	
	2026	2025	2026	2025	2026	2025	2026	2025	2026	2025	2026	2025
Balance as at 31 March												
Commission payable												
L Ganesh	-	-	-	-	185	164	-	-	-	-	-	-
Trade receivables												
Rane (Madras) Limited	604	810	-	-	-	-	-	-	-	-	-	-
Rane Steering Systems Private Limited	128	-	-	-	-	-	-	-	-	-	-	-
ZF Rane Automotive India Private Limited	-	-	213	185	-	-	-	-	-	-	-	-
ZF Lifetec Rane Automotive India Private Limited	-	-	418	-	-	-	-	-	-	-	-	-
ZF Rane Occupant Safety Systems Private Limited	-	-	295	80	-	-	-	-	-	-	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2026
(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	
	2026	2025	2026	2025	2026	2025	2026	2025	2026	2025	2026	2025
TRW Sun Steering Wheels Private Limited	-	-	1	-	-	-	-	-	-	-	-	-
Trade payables												
Rane Steering Systems Private Limited	-	16	-	-	-	-	-	-	-	-	-	-
ZF Lifetec Rane Automotive India Private Limited	-	-	1	-	-	-	-	-	-	-	-	-
Loan and Interest receivable												
Rane Steering Systems Private Limited	3,028	-	-	-	-	-	-	-	-	-	-	-
Investment in equity shares												
Rane (Madras) Limited	39,617	25,632	-	-	-	-	-	-	-	-	-	-
Rane Engine Valve Limited	-	11,020	-	-	-	-	-	-	-	-	-	-
Rane Brake Lining Limited	-	2,965	-	-	-	-	-	-	-	-	-	-
Rane Steering Systems Private Limited	10,512	5,512	-	-	-	-	-	-	-	-	-	-
Rane Holdings America Inc	10	10	-	-	-	-	-	-	-	-	-	-
Rane Holdings Europe GmbH	19	19	-	-	-	-	-	-	-	-	-	-
ZF Rane Automotive India Private Limited	-	-	1,686	2,285	-	-	-	-	-	-	-	-
ZF Lifetec Rane Automotive India Private Limited	-	-	599	-	-	-	-	-	-	-	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2026
(All amounts are in INR lakhs unless otherwise stated)

Remuneration to Key Management Personnel

Particulars	Year ended 31 March 2026	Year ended 31 March 2025
Short term benefits paid	612	646
Other Long term benefits paid	27	25
Total	**639**	**671**

41 - Financial instruments - Fair value and risk management

A. Accounting classification and fair values

41.1. The following table shows the carrying amounts and fair values of financial assets and financial liabilities

Particulars	Note	Carrying Amount					
		As at March 31, 2026			As at March 31, 2025		
		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	1,001	4,290	52,443	3,430	3,912	47,443
Trade receivables	14	-	-	1,659	-	-	1,092
Cash and cash equivalents	15	-	-	442	-	-	282
Bank balances other than cash and cash equivalents	16	-	-	79	-	-	61
Loans	8	-	-	3,030	-	-	5,002
Other financial assets	9	-	-	98	-	-	809
Total		**1,001**	**4,290**	**57,751**	**3,430**	**3,912**	**54,689**
Financial liabilities							
Borrowings	19	-	-	3,066	-	-	5,951
Trade payables	22	-	-	253	-	-	280
Lease liabilities	20	-	-	111	-	-	120
Other financial liabilities	21	-	-	674	-	-	546
Total		**-**	**-**	**4,105**	**-**	**-**	**6,897**

Note:

1. Investment in subsidiaries, joint venture / associate entities of ₹ 52,443 Lakhs (₹ 47,443 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 TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026

(All amounts are in INR lakhs unless otherwise stated)

41.2. The below table summarises the fair value hierarchy of the financial assets

Particulars	As at March 31, 2026	As at March 31, 2025	Fair Value Hierarchy (Level 1,2,3)*	Valuation technique
a. Mutual fund investments (unquoted) (mandatorily measured at FVTPL)	1,001	3,430	2	Fair value is determined based on Net Assets Value published by respective funds.
b. Investments in equity instruments measured at FVOCI	4,290	3,912	3	Fair valuation of investment in Autotech Fund I, L.P: 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. Other investments: The Company uses Discounted cash flow method for valuation of other investments fair valued through OCI. Discounted cash flows consider the present value of the net cash flows expected to be generated from the facility, taking into account the budgeted EBITDA growth rate and budgeted capital expenditure growth rate; the expected net cash flows are discounted using a risk-adjusted discount rate.
Total	**5,291**	**7,342**		

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, 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**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2026
(All amounts are in INR lakhs unless otherwise stated)

Particulars	Amount
Acquisition of investments in equity instruments measured at FVOCI	-
Capital distribution, net	(113)
Unrealised gain / (loss) on account of change in fair value	491
Balance as at March 31, 2026	**4,290**

*** 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

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.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
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(All amounts are in INR lakhs unless otherwise stated)

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.

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, 2026					
Borrowings	3,066	907	2,159	-	3,066
Trade payables	253	253	-	-	253
Lease Liabilities	111	59	59	-	118
Other financial liabilities	674	674	-	-	674
	4,105	**1,893**	**2,218**	**-**	**4,111**
As at March 31, 2025					
Borrowings	5,951	916	3,665	1,370	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**

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.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2026
(All amounts are in INR lakhs unless otherwise stated)

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, 2026	As at March 31, 2025
Financial assets		
Investments	3,392	3,032
Trade receivables	-	17
Total	**3,392**	**3,049**

Sensitivity analysis

A reasonably possible strengthening / weakening of the ₹ 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, 2026	March 31, 2025	March 31, 2026	March 31, 2025
Strengthening	-	(1)	(170)	(152)
Weakening	-	1	170	152

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.

Exposure to interest rate risk

Particulars	As at March 31, 2026	As at March 31, 2025
Variable rate instruments		
Financial assets	-	-
Financial liabilities	3,066	5,951

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased / (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026

(All amounts are in INR lakhs unless otherwise stated)

Particulars	As at March 31, 2026		As at March 31, 2025	
	Impact on Profit / (Loss)	Impact on equity	Impact on Profit / (Loss)	Impact on equity
Variable rate instruments				
Increase by 1%	(30.66)	(22.94)	(59.51)	(44.53)
Decrease by 1%	30.66	22.94	59.51	44.53

The Company's variable rate instruments are benchmarked to the Bank's base rate or repo rate and hence fair value approximates to the carrying amounts.

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, 2026 would increase / decrease by ₹ 43 Lakhs (March 31, 2025: ₹ 39 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.

42 Events after reporting date

The Company has evaluated subsequent events from the balance sheet date through May 15, 2026, the date on which the standalone financial statements were authorised for issue, and determined that there are no items to disclose except as disclosed in note 18.

43 Approval of financial statements

The financial statements were approved for issue by the Board of Directors on May 15, 2026.

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
CIN.: L35999TN1936PLC002202

S Sethuraman
Partner
Membership No.: 203491
Place: Chennai
Date: May 15, 2026

Harish Lakshman
Vice Chairman and Joint Managing Director
DIN:00012602
Place: Chennai
Date: May 15, 2026

Ganesh Lakshminarayan
Chairman and Managing Director
DIN:00012583
Place: Coonoor
Date: May 15, 2026

J Ananth
Chief Financial Officer
Place: Chennai
Date: May 15, 2026

Siva Chandrasekaran
Company Secretary
Membership No.: A7294
Place: Chennai
Date: May 15, 2026

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 2026, 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, and based on the consideration of reports of the other auditors on separate/consolidated financial statements of such joint venture / associate entities, 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 2026, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

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, 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.

Emphasis of Matter

We draw attention to Note 9 to the consolidated financial statements, relating to one of the equity accounted investee companies, wherein the component auditor has included an emphasis of matter in their audit report regarding such entity's management's assessment of the contractual warranty obligations pending the ongoing discussions and negotiations amongst relevant parties.

Our opinion is not modified in respect of this matter.

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.

Revenue Recognition

See Note 29 to consolidated financial statements

The key audit matter	How the matter was addressed in our audit
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 recognised 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 recognised before control has been transferred.	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

Assessment of carrying value of Cash Generating Unit

See Note 6 to consolidated financial statements

The key audit matter	How the matter was addressed in our audit
The Group has identified Light Metal Casting Division (LMCD) as a separate cash generating unit ('CGU'), which has a carrying value of INR 25,010 lakhs as at 31 March 2026. Due to losses incurred by the CGU and acquired goodwill in LMCD, there is a risk that the carrying value of the CGU is higher than its recoverable values as at the year end. The determination of the recoverable value of the CGU, which is based on the discounted cashflow method, involves significant judgements and estimates, including estimates of revenue growth rate, EBITDA growth rate, terminal growth rate, discount rate. We have identified the assessment of impairment of CGU as a key audit matter since it involves significant judgement in making the above estimates especially in view of the recent losses and hence the actual results may differ from those estimated at the date of approval of these financial statements.	In view of the significance of the matter, the following key audit procedures were performed by us : • Assessed the appropriateness of accounting policy as per relevant accounting standard. • Assessed the design and implementation of key internal financial controls with respect to identification and impairment of CGU and tested the operating effectiveness of such controls. • Evaluated the objectivity, independence and competence of the valuation specialist engaged by the Group. • Evaluated the cash flow forecasts by comparing them to the budgets and our understanding of the internal and external factors. • Involved our valuation specialist to assist us in evaluating the appropriateness of the valuation model, the assumptions and methodologies used by the Group for assessing the recoverable values of the CGU. • Evaluated the appropriateness of the key assumptions used in estimating future cash flows such as revenue growth rate, EBITDA growth rate, discount rate, terminal growth rate. This evaluation was based on our knowledge of the Group and the industry, observable market data, past performances and consistency with the Board approved plans. • Performed procedures in respect of sensitivity analysis of the key assumptions used in the impairment assessment. • Assessed the adequacy of the disclosures relating to impairment of CGU in the consolidated financial statements.

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
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 2026, the Group carries a deferred tax asset of INR 7,980 lakhs. The recognition and recoverability of these deferred tax assets involves: • assessment of the underlying tax laws; • dependency on the generation of sufficient future taxable income that can be set off against the losses recognized and hence, involves significant judgement. 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. 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.	In view of the significance of the matter, the following key audit procedures were performed by us: • 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.

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 entities 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 entities 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 entities 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 entities 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 entities 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 entities 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 entities 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. The consolidated financial statements include the Company's share of net loss (and other comprehensive income) of Rs. 1,771 lakhs for the year ended 31 March 2026, 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 these 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 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 this matter 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 reflects total assets (before consolidation adjustments) of Rs. 8,982 lakhs as at 31 March 2026, total revenues (before consolidation adjustments) of Rs. 1,399 lakhs and net cash outflows (before consolidation adjustments) amounting to Rs. 109 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.

2 A. 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 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 01 April 2026, 07 April 2026, 15 April 2026 and 21 April 2026 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and joint venture /associate entities incorporated in India, none of the directors of the Group companies, its joint venture /associate entities incorporated in India are disqualified as on 31 March 2026 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 Holding Company and its subsidiary companies and joint venture / associate entities 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 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 2026 on the consolidated financial position of the Group, its joint venture / associate entities. Refer Note 42 to the consolidated financial statements.

b. The Group, 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 2026.

c. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies, and joint venture / associate entities incorporated in India during the year ended 31 March 2026.

d (i) The respective management of the Holding Company and its subsidiary companies, 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 joint venture / associate entities respectively that, to the best of their knowledge and belief, as disclosed in the Note 37 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 subsidiary companies 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 subsidiary companies 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 and its subsidiary companies, 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 joint venture / associate entities respectively that, to the best of their knowledge and belief, as disclosed in the Note 37 to the consolidated financial statements, no funds have been received by the Holding Company, its subsidiary companies 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 subsidiary companies 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 joint venture / associate entities 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 company, and joint venture / associate entity 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 company, and joint venture / associate entity 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 softwares 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 softwares, except that:

- the feature of audit trail at the database layer to log any direct changes was not enabled for certain payroll records for the period from 1 October 2025 to 31 March 2026 in an accounting software operated by a third party based on an independent auditor's report in relation to controls and for certain privileged users at database level to log any direct data changes for certain tables in an accounting software.
- the feature of audit trail was not enabled at the database layer or 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 (edit log) facility was not enabled in the previous years, the audit trail has been preserved by the company as per statutory requirements for record retention.

C. In our opinion and according to the information and explanations the remuneration paid during the current year by the Holding Company and its subsidiary company 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 companies is not in excess of the limit laid down under Section 197 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 the joint venture / associate entities incorporated in India which are not audited by us, the provisions of Section 197 of the Act are not applicable to the entities since none of these entities is a public company. 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
Membership No.: 203491
ICAI UDIN:26203491LKONBS6337

Place : Chennai
Date : 15 May 2026

Annexure A to the Independent Auditor's Report

on the Consolidated Financial Statements of Rane Holdings Limited for the year ended 31 March 2026

(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, has unfavourable 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/ JV/ Associate	Clause number of the CARO report which is unfavourable or qualified or adverse
1	Rane Holdings Limited	L35999TN1936PL C002202	Holding Company	Clause (ix)(e)
2	Rane (Madras) Limited	L65993TN2004PLC052856	Subsidiary	Clause (ii)(b) Clause (xi)(c)
3	Rane Steering Systems Private Limited (formerly knows as Rane NSK Steering Systems Private Limited)	U29141TN1995PTC030621	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:26203491LKONBS6337

Place : Chennai
Date : 15 May 2026

Annexure B to the Independent Auditor's Report

on the consolidated financial statements of Rane Holdings Limited for the year ended 31 March 2026

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 2026, 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 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 2026, 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 joint venture / associate entities 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 in so far as it relates to two joint venture / 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
Membership No.: 203491
ICAI UDIN:26203491LKONBS6337

Place : Chennai
Date : 15 May 2026

CONSOLIDATED BALANCE SHEET

AS AT MARCH 31, 2026

(All amounts are in INR lakhs unless otherwise stated)

Particulars	Note	As at March 31, 2026	As at March 31, 2025
ASSETS			
Non-current assets			
Property, plant and equipment	3	97,086	99,527
Capital work-in-progress	4	13,857	10,868
Right-of-use assets	5	13,189	6,230
Goodwill	6	6,485	6,891
Other intangible assets	7	1,151	1,338
Intangible Assets under Development	8	3,665	2,265
Investments accounted for using equity method	9	23,509	28,817
Financial assets			
- Investments	10	5,109	4,625
- Other financial assets	13	2,623	2,421
Deferred tax assets, net	16	7,980	11,036
Income tax assets, net	14	10,312	5,857
Other non-current assets	15	8,138	5,003
Total non-current assets		**1,93,104**	**1,84,878**
Current assets			
Inventories	17	64,244	55,220
Financial assets			
- Investments	11	1,001	3,430
- Trade receivables	18	1,06,610	92,063
- Cash and cash equivalents	19.a	5,279	4,034
- Bank balances other than cash and cash equivalents above	19.b	185	162
- Loans	12	121	127
- Other financial assets	13	4,200	4,017
Other current assets	15	9,574	9,555
		1,91,214	**1,68,608**
Assets held for sale		2	2,613
Total current assets		**1,91,216**	**1,71,221**
TOTAL ASSETS		**3,84,320**	**3,56,099**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	20	1,428	1,428
Other equity	21	1,13,955	1,09,150
Equity attributable to owners of the Company		**1,15,383**	**1,10,578**
Non-controlling interest	22	27,175	24,290
Total Equity		**1,42,558**	**1,34,868**
Liabilities			
Non-current liabilities			
Financial liabilities			
- Borrowings	23	6,989	26,765
- Lease liabilities	44	10,851	5,387
- Other financial liabilities	24	-	169
Provisions	25	4,524	3,093
Deferred tax liabilities, net	16	1,464	1,895
Other non-current liabilities	26	491	515
Total non-current liabilities		**24,319**	**37,824**
Current liabilities			
Financial liabilities			
- Borrowings	23	81,176	72,685
- Lease liabilities	44	3,083	1,122
- Trade payables	28		
Total outstanding dues of micro enterprises and small enterprises		8,190	2,276
Total outstanding dues of creditors other than micro enterprises and small enterprises		74,373	73,770
- Other financial liabilities	24	32,840	16,633
Other current liabilities	26	12,024	9,903
Provisions	25	5,522	7,018
Current tax liabilities, net	27	235	-
Total current liabilities		**2,17,443**	**1,83,407**
TOTAL LIABILITIES		**2,41,762**	**2,21,231**
TOTAL EQUITY AND LIABILITIES		**3,84,320**	**3,56,099**
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
CIN.: L35999TN1936PLC002202

S Sethuraman
Partner
Membership No.: 203491
Place: Chennai
Date: May 15, 2026

Harish Lakshman
Vice Chairman and Joint Managing Director
DIN:00012602
Place: Chennai
Date: May 15, 2026

Ganesh Lakshminarayan
Chairman and Managing Director
DIN:00012583
Place: Coonoor
Date: May 15, 2026

J Ananth
Chief Financial Officer
Place: Chennai
Date: May 15, 2026

Siva Chandrasekaran
Company Secretary
Membership No: A7294
Place: Chennai
Date: May 15, 2026

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2026

(All amounts are in INR lakhs unless otherwise stated)

	Particulars	Note	Year ended March 31, 2026	Year ended March 31, 2025
I	Revenue from operations	29	5,88,331	4,36,159
II	Other income	30	2,385	1,875
III	**Total income (I+II)**		**5,90,716**	**4,38,034**
IV	**Expenses**			
	Cost of materials consumed	31	3,77,968	2,69,583
	Purchase of stock-in-trade	32	17,317	4,421
	Changes in inventories of finished goods, stock-in-trade and work-in-progress	33	(5,279)	(2,385)
	Employee benefits expense	34	68,264	56,207
	Finance costs	35	7,508	8,564
	Depreciation and amortisation expenses	36	20,990	16,845
	Other expenses	37	86,373	75,545
	Total expenses		**5,73,141**	**4,28,780**
V	**Profit before share of profit / (loss) of joint venture / associate entities, exceptional items and tax (III-IV)**		**17,575**	**9,254**
VI	**Share of profit / (loss) of joint venture / associate entities (includes share of exceptional items, net of taxes)**		(1,864)	3,526
VII	**Profit before exceptional items and tax (V+VI)**		**15,711**	**12,780**
VIII	**Exceptional items**	45	1,980	20,095
IX	**Profit before tax (VII+VIII)**		**17,691**	**32,875**
X	**Tax expense**	38		
	- Current tax		1,227	1,168
	- Deferred tax		2,786	9,622
	Total Tax expense		**4,013**	**10,790**
XI	**Profit for the year (IX-X)**		**13,678**	**22,085**
XII	**Other comprehensive income**			
	Items that will not be reclassified to profit or loss			
	- Re-measurement gains / (losses) on defined benefit plans, net		(451)	361
	- Fair value changes on equity instruments through other comprehensive income		491	403
	- Share of other comprehensive income / (loss) of equity accounted investees, net of tax		93	(70)
	- Income tax relating to items that will not be reclassified to profit or loss		162	(9)
			295	**685**
	Items that will be reclassified to profit or loss			
	- Exchange differences on translating financial statements of foreign operations		(57)	(37)
			(57)	**(37)**
	Total other comprehensive income / (loss), net of tax		**238**	**648**
XIII	**Total comprehensive income for the year (XI+XII)**		**13,916**	**22,733**
	Profit for the year attributable to			
	Owners of the Company		9,787	20,722
	Non-controlling interest		3,891	1,363
			13,678	**22,085**
	Other comprehensive income attributable to			
	Owners of the Company		444	568
	Non-controlling interest		(206)	80
			238	**648**
	Total comprehensive income attributable to			
	Owners of the Company		10,231	21,290
	Non-controlling interest		3,685	1,443
			13,916	**22,733**
XIV	**Earnings per equity share**	43		
	- Nominal value per equity share (In ₹)		10	10
	- Basic (In ₹)		68.54	145.13
	- Diluted (In ₹)		68.54	145.13
	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
CIN.: L35999TN1936PLC002202

S Sethuraman
Partner
Membership No.: 203491
Place: Chennai
Date: May 15, 2026

Harish Lakshman
Vice Chairman and Joint Managing Director
DIN:00012602
Place: Chennai
Date: May 15, 2026

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Chairman and Managing Director
DIN:00012583
Place: Coonoor
Date: May 15, 2026

J Ananth
Chief Financial Officer
Place: Chennai
Date: May 15, 2026

Siva Chandrasekaran
Company Secretary
Membership No: A7294
Place: Chennai
Date: May 15, 2026

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2026

(All amounts are in INR lakhs unless otherwise stated)

A. Equity share capital

Particulars	Note	Amount
Balance as at April 01, 2025	**19**	**1,428**
Changes in equity share capital during the year		-
Balance as at March 31, 2026	**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								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	Capital Reserve on Consolidation	Total	Foreign Currency Translation Reserve	Equity instruments through OCI	Total			
Balance as at April 01, 2025	64,781	35,632	1,473	73	4,433	(13)	1,995	1,08,375	(1,016)	1,792	776	1,09,150	24,290	1,33,440
Profit for the year	-	9,787	-	-	-	-	-	**9,787**	-	-	-	9,787	3,891	**13,678**
Other comprehensive income/(loss) for the year, net of tax	-	(73)	-	-	-	-	-	**(73)**	(23)	540	**517**	444	(206)	**238**
Total comprehensive income for the year	-	**9,714**	-	-	-	-	-	**9,714**	**(23)**	**540**	**517**	**10,231**	**3,685**	**13,916**
Transaction with owners, recorded directly in equity														
Distribution to owners														
Dividends	-	(5,426)	-	-	-	-	-	**(5,426)**	-	-	-	(5,426)	(800)	**(6,226)**
Amount transferred within reserves	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Changes in ownership interests in subsidiaries that do not result in loss of control														-
Acquisition through business combination (Refer Note 49)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Acquisition of non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Changes in ownership interests in subsidiaries that result in gain/(loss) of control									-	-	-	-	-	-

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED MARCH 31, 2026
(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	Capital Reserve on Consolidation	Total	Foreign Currency Translation Reserve	Equity instruments through OCI	Total			
Remeasurement of NCI due to merger / Acquisition of subsidiary (Refer note 49)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2026	64,781	39,920	1,473	73	4,433	(13)	1,995	1,12,662	(1,039)	2,332	1,293	1,13,955	27,175	1,41,130

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	Capital Reserve on Consolidation	Total	Foreign Currency Translation Reserve	Equity instruments through OCI	Total			
Balance as at April 01, 2024	**61,610**	**19,540**	**1,473**	**73**	**4,433**	**(13)**	**1,771**	**88,887**	**(995)**	**1,301**	**306**	**89,193**	**26,311**	**1,15,504**
Profit for the year	-	20,722	-	-	-	-	-	**20,722**	-	-	**-**	20,722	1,363	**22,085**
Other comprehensive income / (loss) for the year, net of tax	-	98	-	-	-	-	-	**98**	(21)	491	**470**	568	80	**648**
Total comprehensive income /(loss) for the year	**-**	**20,820**	**-**	**-**	**-**	**-**	**-**	**20,820**	**(21)**	**491**	**470**	**21,290**	**1,443**	**22,733**
Transaction with owners, recorded directly in equity														
Distribution to owners														
Dividends	-	(3,569)	-	-	-	-	-	**(3,569)**	-	-	**-**	(3,569)	(1,310)	**(4,879)**
Amount transferred within reserves	3,171	(3,171)	-	-	-	-	-	**-**	-	-	**-**	-	-	**-**
Changes in ownership interests in subsidiaries that do not result in loss of control														

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED MARCH 31, 2026
(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	Capital Reserve on Consolidation	Total	Foreign Currency Translation Reserve	Equity instruments through OCI	Total			
Acquisition through business combination (Refer Note 49)	-	-	-	-	-	-	224	**224**	-	-	**-**	224	-	**224**
Changes in ownership interests in subsidiaries that result in gain/(loss) of control									-	-	**-**	-	-	**-**
Remeasurement of NCI due to merger / Acquisition of subsidiary (Refer note 49)	-	2,012	-	-	-	-	-	2,012	-	-	-	2,012	(2,154)	(142)
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**	**1,09,150**	**24,290**	**1,33,440**

Refer note 2 for material accouting 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 15, 2026

For and on behalf of the Board of Directors of Rane Holdings Limited
CIN.: L35999TN1936PLC002202

Harish Lakshman
Vice Chairman and Joint Managing Director
DIN:00012602
Place: Chennai
Date: May 15, 2026

Ganesh Lakshminarayan
Chairman and Managing Director
DIN:00012583
Place: Coonoor
Date: May 15, 2026

J Ananth
Chief Financial Officer
Place: Chennai
Date: May 15, 2026

Siva Chandrasekaran
Company Secretary
Membership No: A7294
Place: Chennai
Date: May 15, 2026

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2026

(All amounts are in INR lakhs unless otherwise stated)

Particulars	Note	Year ended March 31, 2026	Year ended March 31, 2025
Cash flows from operating activities			
Profit for the year		**13,678**	22,085
Adjustments for:			
Tax expense		4,013	10,790
Depreciation and amortisation expenses		20,990	16,845
Net (gain) / loss on disposal of property, plant and equipment		(415)	15
Government grants		(168)	(242)
Share of (profit) / loss of joint venture / associate entities		1,864	(3,526)
Finance costs		7,508	8,564
Provision / liabilities (written back) / made		(1,300)	818
Gain on current investments measured at FVTPL		(177)	(179)
Impairment of financial assets		258	2,039
Impairment of non financial assets		406	-
Net unrealised foreign exchange (gain) / loss		(531)	82
Dividend Income		(22)	(17)
Interest income		(357)	(603)
Gain on account of fair value of investment exceeding its carrying value		-	(3,794)
Operating profit before working capital changes		**45,747**	**52,877**
Movements in working capital:			
(Increase) / decrease in inventories		(8,940)	688
(Increase) / decrease in other assets		(644)	(2,608)
(Increase) / decrease in trade receivables		(14,099)	(11,840)
Increase / (decrease) in trade payables		6,656	3,913
Increase / (decrease) in provisions		341	712
Increase / (decrease) in other liabilities		4,340	8,636
Cash generated from / (used in) operating activities		**33,401**	**52,378**
Income taxes paid, net		(5,446)	(1,075)
Net cash generated from / (used in) operating activities		**27,955**	**51,303**
Cash flows from investing activities			
(Payment towards purchase) / proceeds from sale of current investments, net		2,653	(427)
(Payment towards purchase) / proceeds from sale of non current investments, net		(107)	(192)
Dividend received from joint venture / associate entities		3,538	3,586
Dividend received from other investments		22	17
Distribution received from non-current investments		805	-
Advance received for sale of property, plant and equipment		14,500	-
Payment towards purchase of property, plant and equipment and other intangible assets		(31,558)	(22,453)
Proceeds from disposal of property, plant and equipment		9,948	3,289

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2026

(All amounts are in INR lakhs unless otherwise stated)

Particulars	Note	Year ended March 31, 2026	Year ended March 31, 2025
Payment towards acquisition of subsidiary		-	(4,500)
Interest received		140	765
Bank balances not considered under cash and cash equivalents		13	(49)
Net cash generated from / (used in) investing activities		**(46)**	**(19,964)**
Cash flows from financing activities			
Proceeds from long-term borrowings		-	10,875
Repayment of long-term borrowings		(26,794)	(13,264)
Proceeds of short-term borrowings		6,13,909	65,392
Repayment of short-term borrowings		(5,97,256)	(81,144)
Dividends paid to shareholders		(5,444)	(3,569)
Dividends paid to non-controlling interest		(792)	(1,310)
Finance costs paid, net		(7,342)	(8,543)
Payment of lease liabilities		(1,909)	(861)
Net cash generated from / (used in) financing activities		**(25,628)**	**(32,424)**
Net increase / (decrease) in cash and cash equivalents		**2,281**	**(1,085)**
Cash and cash equivalents on the date of acquisition of subsidiary		-	357
Cash and cash equivalents at the beginning of the year		3,004	3,611
Effects of exchange rate changes on the balance of cash and cash equivalents held in foreign currencies		(6)	121
Cash and cash equivalents at the end of the year	19.a	**5,279**	**3,004**
Reconciliation of cash and cash equivalents to cash flow statement			
Cash and cash equivalents as per Balance Sheet		5,279	4,034
Bank overdraft availed for cash management purposes		-	(1,030)
Cash and cash equivalents as above		**5,279**	**3,004**
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
CIN.: L35999TN1936PLC002202

S Sethuraman
Partner
Membership No.: 203491
Place: Chennai
Date: May 15, 2026

Harish Lakshman
Vice Chairman and Joint Managing Director
DIN:00012602
Place: Chennai
Date: May 15, 2026

Ganesh Lakshminarayan
Chairman and Managing Director
DIN:00012583
Place: Coonoor
Date: May 15, 2026

J Ananth
Chief Financial Officer
Place: Chennai
Date: May 15, 2026

Siva Chandrasekaran
Company Secretary
Membership No: A7294
Place: Chennai
Date: May 15, 2026

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026

(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 entities, 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:

- 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 Group

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026

(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 2026.

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 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026

(All amounts are in INR lakhs unless otherwise stated)

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.

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;
- 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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026

(All amounts are in INR lakhs unless otherwise stated)

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.

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. 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.

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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	3-6 years	3-6 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.

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

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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) 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

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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 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 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

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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 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

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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.

Foreign currency differences are recognised in OCI and accumulated in the equity (as exchange differences on translating the financial statements of a foreign operation), except to the extent that the exchange differences are allocated to NCI.

18. Revenue recognition

The Group derives revenues primarily from sale of 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.

Dividend income from investments is recognised when the shareholder's right to receive payment has been established.

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.

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

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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 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

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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 in respect of past and current trends of actual claims including techincal estimates thereof.

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 combinationton 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.

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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 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

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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, 2026, MCA has notified the following:

Ind AS 1 - Presentation of Financial Statements

For accounting periods beginning on or after April 01, 2026, when an entity breaches any covenant of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand, it classifies the liability as current, even if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach. An entity classifies the liability as current because, at the end of the reporting period, it does not have the right to defer its settlement for at least 12 months after that date.

However, an entity classifies the liability as non-current if the lender agreed by the end of the reporting period to provide a period of graceending at least 12 months after the reporting period, within which the entity can rectify the breach and during which the lender cannot demand immediate repayment. This amendment is to be applied retrospectively for annual reporting periods beginning on or after 1 April 2026, in accordance with Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors.

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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, 2024	**7,272**	**-**	**23,339**	**1,15,425**	**1,267**	**4,053**	**488**	**1,51,844**
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	68,273
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**	**2,30,120**
Additions (refer note 3.7)	-	-	4,489	18,357	50	944	49	23,889
Disposals	(2,108)	-	(313)	(6,325)	(5)	(121)	(76)	(8,948)
Asset held for sale	(2)	-	-	-	-	-	-	(2)
Balance at March 31, 2026	**15,680**	**-**	**33,193**	**1,86,516**	**1,720**	**7,422**	**528**	**2,45,059**
Accumulated depreciation and impairment losses								
Balance at April 01, 2024	**-**	**-**	**6,301**	**71,410**	**1,008**	**3,214**	**319**	**82,252**
Depreciation expense	-	-	1,124	13,440	132	803	68	15,567
Disposals	-	-	-	(953)	(9)	(112)	(43)	(1,117)
Acquisition through business combination (refer Note 49)	-	-	1,996	30,563	206	1,087	38	33,891
Balance at March 31, 2025	**-**	**-**	**9,421**	**1,14,460**	**1,338**	**4,992**	**382**	**1,30,593**
Depreciation expense	-	-	1,562	16,002	114	1,000	70	18,748
Disposals	-	-	(315)	(885)	(5)	(90)	(73)	(1,368)
Balance at March 31, 2026	**-**	**-**	**10,668**	**1,29,577**	**1,447**	**5,902**	**379**	**1,47,973**
Net carrying amount								
As at March 31, 2025	**17,790**	**-**	**19,596**	**60,024**	**337**	**1,607**	**172**	**99,527**
As at March 31, 2026	**15,680**	**-**	**22,525**	**56,939**	**273**	**1,520**	**149**	**97,086**

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 in the previous year

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. Further, in respect of certain immovable properties of land, the title deeds have been deposited with a party under contractual arrangements.

3.3. The Group does not have any Benami property.

3.4. The Group has not revalued its property, plant and equipment.

3.5 RML had obtained in-principle approval from its Board of Directors and shareholders to monetize certain surplus non-core land parcels for reducing its debt and liabilities. Pursuant to this, RML has entered into an agreement with Canopy Living LLP (A joint venture between Arihant Foundations & Housing Limited and Prestige Estates Project Limited) to sell 3.48 acres of land in Velachery for an aggregate consideration of ₹ 36,118 Lakhs. Pursuant to this agreement, RML has received an advance of ₹ 14,500 Lakhs till March 31, 2026. RML currently owns a total land parcel of 4.50 acres in Velachery and it will retain the balance portion of 1.02 acres for constructing a new office.

Accordingly, the carrying value of the said land, amounting to ₹ 2 Lakhs, has been classified under 'Assets Held-for-Sale' in accordance with Ind AS 105 "Non-current assets held for sale and discontinued operations".

RML has initiated the process of executing necessary arrangements including Power of Attorneys to facilitate implementation of the aforesaid contractual arrangements including the receipt of necessary approvals, mortgages, etc.

3.6 Office Equipments includes Computers, Server and networks.

3.7 Includes borrowing costs of ₹ 68 lakhs capitalized during the period on qualifying assets. The weighted average rate for capitalization of interest relating to general borrowings was approximately in the range of 5.50% p.a. to 7.34% p.a. for the year ended March 31, 2026.

4. Capital work-in-progress

Particulars	As at March 31, 2026	As at March 31, 2025
Capital work-in-progress ('CWIP')	13,857	10,868

Movement in capital work-in-progress is as follows:

Particulars	As at March 31, 2026	As at March 31, 2025
As at the beginning of the year	10,868	4,534
Acquisition through business combination (refer Note 49)	-	824
Additions *	24,439	10,281
(Capitalisations)	(21,450)	(4,771)
As at the end of the year	**13,857**	**10,868**

Ageing schedule of CWIP balances:

As at March 31, 2026

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress*	8,626	3,125	2,066	40	13,857
Projects temporarily suspended	-	-	-	-	-

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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	-	-	-	-	-

*Includes borrowing costs of ₹249 lakhs capitalized during the period on qualifying assets. The weighted average rate for capitalization of interest relating to general borrowings was approximately in the range of 5.50% p.a. to 7.34% p.a. for the year ended March 31, 2026.

Capital work-in-progress (continued)

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, 2026

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	2,997	-	-	-	2,997
Others	710	-	-	-	710

As at March 31, 2025

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	1,047	-	-	-	1,047
Others	216	-	-	-	216

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, 2024	**536**	**2,715**	**-**	**2**	**475**	**18**	**3,746**
Additions	-	7	2,626	1	119	-	2,753
Disposals	-	(253)	-	0	(17)	-	(270)
Derecognition of Asset	-	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**
Additions	-	3,035	5,249	-	160	-	8,444
Disposals	-	(779)	-	-	(5)	-	(784)
Exchange differences on translation of foreign operations	174	-	-	-	-	-	174
Balance at March 31, 2026	**752**	**7,224**	**8,114**	**3**	**732**	**18**	**16,843**

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Particulars	Land	Buildings	Plant and Equipment	Office Equipment	Vehicles	Others	Total
Accumulated depreciation and impairment							
Balance at April 01, 2024	89	420	-	3	276	12	799
Depreciation expense	20	577	183	-	71	2	853
Disposals	-	(252)	-	-	(12)	-	(264)
Derecognition of Asset	-	1,340	52	-	-	-	1,392
Exchange differences on translation of foreign operations	-	-	-	-	-	-	-
Balance at March 31, 2025	**109**	**2,083**	**235**	**3**	**335**	**14**	**2,779**
Depreciation expense	20	926	610	-	99	2	1,657
Disposals	-	(779)	-	-	(3)	-	(782)
Exchange differences on translation of foreign operations	-	-	-	-	-	-	-
Balance at March 31, 2026	**129**	**2,230**	**845**	**3**	**431**	**16**	**3,654**
Net carrying amount							
As at March 31, 2025	**469**	**2,885**	**2,630**	**-**	**242**	**4**	**6,230**
As at March 31, 2026	**623**	**4,994**	**7,269**	**-**	**301**	**2**	**13,189**

5.1 Also refer note 44 for additional information about leases

5.2 The Group has not revalued its right-of-use assets

6. Goodwill

Particulars	As at March 31, 2026	As at March 31, 2025
Cost	6,891	6,891
Accumulated impairment loss	(406)	-
Total	**6,485**	**6,891**

Particulars	Amount
Cost	
Balance at April 01, 2024	**6,891**
Additions through business combinations	-
Disposals	-
Balance at March 31, 2025	**6,891**
Additions	-
Disposals	-
Balance at March 31, 2026	**6,891**
Accumulated impairment loss	
Balance at April 01, 2024	-
Impairment loss	-
Disposals	-
Balance at March 31, 2025	-
Impairment loss	406
Disposals	-
Balance at March 31, 2026	**406**

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Particulars	Amount
Net carrying amount	
As at March 31, 2025	**6,891**
As at March 31, 2026	**6,485**

6.1. Impairment tests for goodwill

For impairment testing the carrying amount of goodwill was allocated to cash generating units as follows:

Particulars	As at March 31, 2026	As at March 31, 2025
Rane (Madras) Limited ('RML')	6,483	6,889
Rane Holdings Europe GmbH	2	2
	6,485	**6,891**

The Group tests whether goodwill has suffered any impairment on an annual basis. The recoverable amount of the cash generating unit (CGU) is determined based on level 1 inputs i.e. the quoted market prices of the underlying listed investments (being RML). Further, RML has evaluated impairment for the identified CGUs and concluded that there exists an impairment loss in RML's Light Metal Casting business (considered as a seperate CGU).

The recoverable amount of a cash generating unit (CGU)- RML's Light Metal Casting business is determined based on value-in-use calculations which require the use of assumptions. The calculations use cash flow projections based on financial budgets for a five year period approved by management. The carrying amount of the Light Metal Castings business was determined to be higher than its recoverable amount, accordingly an impairment loss was recognised during the year ended March 31, 2026. The impairment loss was fully allocated to goodwill and was included in impairment on non financial assets under 'Other Expenses'. Details of the same have been provided below:

Particulars	As at March 31, 2026	As at March 31, 2025
Carrying value of CGU	24,604	22,170
Allocated Goodwill	406	406
Total Carrying Value	**25,010**	**22,576**
Recoverable Value of CGU	24,604	28,886
Impairment Loss / (Headroom)	**406**	**(6,310)**

Key assumptions used for value-in-use calculations

Value in use has been determined by discounting the future cash flows generated from the continuing use of the unit. The calculation of the value in use is based on the following key assumptions:

Particulars	As at March 31, 2026	As at March 31, 2025
Post tax discount rate	16.40%	16.20%
Terminal value growth rate	6.00%	6.00%
Budgeted average EBITDA as a % of sales	14.60%	14.06%

The discount rate was a post-tax measure estimated based on the historical industry average weighted-average cost of capital, with a possible debt leveraging of 50% at a risk free rate of 6.80%.

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The cash flow projections included specific estimates for five years and a terminal growth rate thereafter. The terminal growth rate was determined based on management's estimate of the long-term compound annual EBITDA growth rate, consistent with the assumptions that a market participant would make.

Following the impairment loss recognised in the Light Metal Castings business, the recoverable amount was equal to the carrying amount. Therefore, any adverse movement in a key assumption would lead to further impairment.

7. Other intangible assets

Particulars	Software	Technical know-how	Customer relationship	Customer contracts	Total
Gross carrying amount					
Balance at April 01, 2024	**3,023**	**440**	**58**	**367**	**3,888**
Additions	463	-	-	-	463
Recognition on acquisition of subsidiary	675	297	-	600	1,572
Disposals	(1)	-	-	-	(1)
Balance at March 31, 2025	**4,160**	**737**	**58**	**967**	**5,922**
Additions	475	-	-	-	475
Acquisition through business combination	-	-	-	-	-
Recognition on acquisition of subsidiary	-	-	-	-	-
Disposals	(210)	-	-	-	(210)
Balance at March 31, 2026	**4,425**	**737**	**58**	**967**	**6,187**
Accumulated amortisation					
Balance at April 01, 2024	2,572	440	57	367	3,436
Amortisation expense	355	-	-	70	425
Recognition on acquisition of subsidiary	428	296	-	-	724
Disposals	(1)	-	-	-	(1)
Balance at March 31, 2025	**3,354**	**736**	**57**	**437**	**4,584**
Amortisation expense	465	-	-	120	585
Recognition on acquisition of subsidiary	-	-	-	-	-
Disposals	(133)	-	-	-	(133)
Balance at March 31, 2026	**3,686**	**736**	**57**	**557**	**5,036**
Net carrying amount					
As at March 31, 2025	**806**	**1**	**1**	**530**	**1,338**
As at March 31, 2026	**739**	**1**	**1**	**410**	**1,151**

7.1 The Group has not revalued its other intangible assets.

7.2 Refer note 42.b for Capital Commitments

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8 Intangible assets under development

Particulars	As at March 31, 2026	As at March 31, 2025
Intangible assets under development (refer note 8.3)	3,665	2,265

Ageing schedule of intangible assets under development

As at March 31, 2026

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	1,400	2,265	-	-	3,665
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	2,265	-	-	-	2,265
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

8.3 Includes borrowing costs of ₹ 206 lakhs capitalized during the period on qualifying assets. The weighted average rate for capitalization of interest relating to general borrowings was approximately in the range of 5.50% to 7.34% p.a. for the year ended March 31, 2026.

9. Investments accounted for using equity method

Particulars	As at March 31, 2026	As at March 31, 2025
ZF Rane Automotive India Private Limited	17,927	28,817
[42,81,740 (March 31, 2025: 42,81,740) shares of ₹ 10 each]		
ZF Lifetec Rane Automotive India Private Limited	5,582	-
[42,81,740 (March 31, 2025: Nil) shares of ₹ 10 each]		
	23,509	**28,817**

ZF Rane Automotive India Private Limited is equity accounted investments in which the group has 49% ownership each (March 31, 2025: 49%).

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.

During the year ended March 31, 2026, NCLT approved the Scheme of arrangement ("Scheme") 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 in ZRAI, into ZF Lifetec Rane Automotive India Private Limited ('ZLRAI'), on a going concern basis. Appointed Date and the effective date of the Scheme was February 1, 2026.

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Pursuant to the Scheme of Demerger, ZLRAI has allotted to RHL 42,81,740 equity shares of face value Rs.10/- each fully paid up and accordingly RHL holds 49% of the equity share capital in ZLRAI. The value of investments is apportioned between ZRAI and ZLRAI based on the net assets transferred to the Demerged Undertaking as at the appointed date

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-26			31-Mar-25	
	ZF Rane Automotive India Private Limited - (ZRAI)	ZF Lifetec Rane Automotive India Private Limited - (ZLRAI)	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	22,601	69,711	-	80,251	-
Current assets	62,250	81,942	-	1,03,294	-
Non-current liabilities	(4,192)	(37,624)	-	(31,077)	-
Current liabilities	(46,682)	(1,03,708)	-	(97,739)	-
Net assets	**33,977**	**10,321**	**-**	**54,729**	**-**
Group's share of net assets	**16,649**	**5,058**	**-**	**26,818**	**-**
Add: Goodwill	1,475	524	-	1,999	-
Less: Consolidation adjustments	(197)	-		-	
Carrying amount of interest in joint venture / associate entities	**17,927**	**5,582**	**-**	**28,817**	**-**
The above amounts of assets and liabilities include the following:					
Cash and cash equivalents	4,048	2,771	-	3,620	-
Current financial liabilities (excluding trade and other payables and provisions)	4,361	47,550	-	46,593	-
Non-current financial liabilities (excluding, deferred tax, trade and other payables and provisions)	3,289	22,678	-	29,481	-

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Particulars	31-Mar-26			31-Mar-25	
	ZF Rane Automotive India Private Limited - (ZRAI)	ZF Lifetec Rane Automotive India Private Limited- (ZLRAI)	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	1,01,454	1,75,457	-	2,40,680	78,105
Interest income	521	1,249	-	911	53
Finance costs	428	5,316	-	5,220	1,651
Depreciation and amortisation expenses	3,213	6,587	-	8,395	2,426
Income tax expense	2,473	(4,034)	-	3,637	(802)
Profit / (loss) for the year	6,544	(9,943)	-	9,151	(1,956)
Other comprehensive income / (loss)	131	59	-	(114)	(28)
Total comprehensive income	**6,675**	**(9,884)**	**-**	**9,037**	**(1,984)**
Group's share of profit / (loss) for the year	3,008	(4,872)	-	4,484	(958)
Group's share of other comprehensive income	64	29	-	(56)	(14)
Group's share of total comprehensive income	**3,072**	**(4,843)**	**-**	**4,428**	**(972)**

Note 9.1: The Group received dividend amounting to ₹3,538 lakhs from ZRAI for March 31, 2026 and ₹3,586 Lakhs for March 31,2025 from ZRAI.

Note 9.2: Details of RSSL represents transaction for the period from April 01, 2024 to September 18, 2024.

Note 9.3: Commitments and contingent liabilities in respect of joint venture / associate entities

Particulars	31-Mar-26			31-Mar-25	
	ZF Rane Automotive India Private Limited - (ZRAI)	ZF Lifetec Rane Automotive India Private Limited- (ZLRAI)	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	4,361	1,221	-	1,814	-
Contingent liabilities					
Share of contingent liabilities	643	16	-	832	-

Note 9.4: Share of profit / (loss) of joint venture / associate entities disclosed in the audited consolidated financial results includes RHL's share of exceptional item towards warranty provision amounting to Rs. 8,701 lakhs for the year ended March 31, 2026. The provision is based on ZLRAI's best estimate of the expenditure required to settle the claim in respect to product recall liability towards quality and safety-related issues in certain occupant safety related products manufactured and sold in prior periods that may require corrective action, including voluntary or regulator-mandated recalls. ZLRAI's management is also engaged in discussions and negotiations with relevant parties to determine and conclude on certain aspects that may impact the

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quantum of ZLRAI's final warranty liability, which includes, but is not limited to extent of product recall by the customer, sharing of costs, expected failure and penetration rates etc. Based on its assessment and pending final outcome of such discussions and negotiations, ZLRAI believes that the cumulative provision carried by them towards such special warranty obligations as at March 31, 2026, is adequate.

10. Non-current investments

Particulars	As at March 31, 2026	As at March 31, 2025
Unquoted investments:		
a. Investments in equity shares carried at amortised cost		
AMP Energy C&I Eight Private Limited	19	19
[1,92,500 (March 31,2025: 1,92,500) shares of ₹ 10 each]		
AMP Energy C&I Three Private Limited	39	-
[3,85,000 (March 31,2025: Nil) shares of ₹ 10 each]		
AMP Energy C&I One Private Limited	38	-
[3,78,000 (March 31,2025: Nil) shares of ₹ 10 each]		
Ampin Energy C&I One Private Limited	17	-
[1,68,000 (March 31,2025: Nil) shares of ₹ 10 each]		
Atria Wind (Kadambur) Private Limited	154	155
[71,000 (March 31,2025: 71,000) shares of ₹ 10 each]		
Clean Wind Power (Manvi) Private Limited	4	4
[43,200 (March 31,2025: 43,200) shares of ₹10 each]		
Capsol Energy Private Limited	225	225
[22,50,000 (March 31,2025: 22,50,000) shares of ₹10 each]		
CWRE Wind Power Private Limited	0*	0*
[947 (March 31,2025: 947) shares of ₹10 each]		
Shree MTK Textiles Private Limited	310	310
[9,720 (March 31,2025: 9.720) shares of ₹100 each]		
Sre Mehala Spintex Private Limited	8	-
[7,500 (March 31,2025: Nil) shares of ₹100 each]		
Mehala Mill India Private Limited	5	-
[4,800 (March 31,2025: Nil) shares of ₹100 each]		
b. Investments in equity (designated as FVOCI)		
AutoTech Fund I, L.P (refer note 10.1)	3,392	3,032
E-Trans Solutions Private Limited (refer note 10.1)	898	880
	5,109	**4,625**
Aggregate value of unquoted investments	5,109	4,625
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, 2026	Dividend recognised during the year 2025-26	Fair value at March 31, 2025	Dividend recognised during the year 2024-25
Investment in AutoTech Fund I, L.P ("AutoTech")	3,392	-	3,032	-
E-Trans Solutions Private Limited	898	22	880	17

During the year ended March 31, 2026, the Company had invested ₹ Nil amount (₹193 Lakhs during the year ended March 31, 2025) in AutoTech towards its share of capital contribution as one of the limited partners in the fund. The Company has received an amount of ₹ 65 Lakhs (₹ 782 Lakhs during the year ended March 31, 2025) 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. Further, the Company also received distributions in kind amounting to ₹ 48 Lakhs during the year. The said amount has been reduced from the carrying value of investments.

11. Current investments

	As at March 31, 2026			As at March 31, 2025		
Particulars	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						
- HDFC Liquid Fund - Growth Plan	5,348	1,198	64	-	-	-
- HSBC Liquid Fund - Regular Growth	2,718	156	4	-	-	-
- Sundaram Liquid Fund - Regular Growth	2,402	1,093	26	-	-	-
- Nippon India Liquid Fund - Growth	6,652	5,456	363	6,269	5,544	348
- SBI Liquid Fund Regular - Growth plan	4,259	8,207	350	4,016	6,955	279
- Aditya Birla Sun Life Liquid Fund - Growth	439	44,159	194	414	6,77,181	2,803
Total			**1,001**			**3,430**
Aggregate value of unquoted investments			1,001			3,430
Aggregate amount of impairment in value of investments (included in the above)			-			-

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(All amounts are in INR lakhs unless otherwise stated)

12. Loans

Particulars	As at March 31, 2026	As at March 31, 2025
(Unsecured and considered good, unless otherwise stated)		
Loans to employees	121	127
Total	**121**	**127**

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, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
(Unsecured and considered good, unless otherwise stated)				
Security and other deposits	2,623	2,421	97	72
Claims receivable	-	-	37	22
Tooling related receivables	-	-	3,603	2,172
Derivative assets	-	-	-	37
Export incentive receivables	-	-	354	824
Rebate of GST on exports receivable	-	-	1	9
Other receivable	-	-	108	881
Total	**2,623**	**2,421**	**4,200**	**4,017**

Note:

13.1 The Group's exposure to credit risk and market risk are disclosed in note 48.

14. Income tax assets, net

Particulars	As at March 31, 2026	As at March 31, 2025
Advance Income-tax, net	10,312	5,857
Total	**10,312**	**5,857**

15 Other assets

Particulars	Non-current		Current	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
(Unsecured and considered good, unless otherwise stated)				
Prepaid expenses	356	817	2,485	2,313
Capital advances	6,965	3,430	-	-
Balance with statutory/government authorities	742	680	4,490	4,652

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Particulars	Non-current		Current	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Advances to suppliers	-	-	2,224	2,196
Advances to employees	-	-	175	134
Export entitlements	-	-	77	60
Others	75	76	124	200
Unsecured and considered doubtful:				
Advances to suppliers	-	-	270	149
Provision for doubtful advances	-	-	(270)	(149)
Total	**8,138**	**5,003**	**9,574**	**9,555**

(i) **Movements in unsecured and considered doubtful advances to suppliers is as below:**

Particulars	As at March 31, 2026	As at March 31, 2025
Balance at the beginning of the year	149	47
Provision for doubtful advances	172	149
Reversal of provision	(51)	(47)
Balance at the end of the year	270	149

16. Deferred tax assets / (liabilities)

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred tax assets, net	7,980	11,036
Deferred tax liabilities, net	(1,463)	(1,895)

Movement in deferred tax assets, net for the year ended March 31, 2026

Particulars	As at April 01, 2025	Recognised in profit and loss during 2025-2026	Recognised in OCI during 2025-2026*	Other adjustments during 2025-2026	As at March 31, 2026
Deferred tax assets					
Employee benefits / Expenses deductible on payment basis	2,402	(456)	(114)	-	1,831
Loss allowance on trade receivables	122	-	-	-	122
Property, plant and equipment	1,351	619	-	-	1,970
Others ^	7,162	(3,381)	276	-	4,057
Deferred tax assets	**11,036**	**(3,218)**	**162**	**-**	**7,980**

^ Includes deferred taxes in respect of allowable business loss/ expenditure

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Movement in deferred tax liabilities, net for the year ended March 31, 2026

Particulars	As at April 01, 2025	Recognised in profit and loss during 2025-2026	Recognised in OCI during 2025-2026*	Other adjustments during 2025-2026	As at March 31, 2026
Deferred tax assets / (liabilities)					
Property, plant and equipment	-	(1)	-	-	(1)
Acquisition through business combination	(1,895)	433	-	-	(1,462)
Net deferred tax assets / (liabilities)	**(1,895)**	**432**	**-**	**-**	**(1,463)**

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**	**(9,166)**	**(97)**	**6,117**	**11,036**

^ Includes deferred taxes in respect of allowable business loss/ expenditure

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)	-	-	-
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)
Net deferred tax assets / (liabilities)	**(177)**	**(456)**	**88**	**(1,351)**	**(1,895)**

* Group's share of tax on other comprehensive income pertaining to Joint Venture / associate entities amounting to ₹ 31 Lakhs (March 31, 2025: (₹ 26 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 expiry of losses carried forward

Particulars	As at March 31, 2026		As at March 31, 2025	
	Amount	Expiry	Amount	Expiry
Business Loss				
AY 2024-25	-	NA	17,087	AY 2032-33
Capital Losses				
AY 2024-25	5,066	AY 2032-33	5,875	AY 2032-33
Unabsorbed Depreciation				
AY 2024-25	4,782	NA	7,398	NA

Consequent to the sale of the entire stake in Rane Light Metal Castings Inc, USA, Rane (Madras) International Holdings B.V (RMIH), a subsidiary of RML, has carried out a reduction of capital in NCRPS and equity shares issued to the Group. The Group had determined that it is eligible to claim the tax benefit arising from the underlying losses and had accordingly recorded a Deferred Tax Asset of ₹11,334 lakhs in the FY 2023-24. The Group had also obtained legal advise in this matter and believes that it will have sufficient future taxable profits to utilize this asset.

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 ₹1,420 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, 2026	As at March 31, 2025
(valued at lower of cost and net realizable value)		
Raw materials and components [included goods-in-transit amounting to ₹2,476 (March 31, 2025: ₹3,720)]	23,903	21,642
Work-in-progress	8,217	5,542
Finished goods [included goods-in-transit amounting to ₹3,766 (March 31, 2025: ₹2,852)]	22,100	21,765
Stores and spares	6,434	5,394
Tooling Inventories	567	164
Stock-in-trade	3,023	713
Total	**64,244**	**55,220**

Note:

17.1. The cost of inventories recognised as an expense in respect of write-down of inventory to net realisable value amounting to ₹571 Lakhs (March 31, 2025: ₹949 Lakhs)

17.2. For the carrying value of inventories pledged as securities for borrowings, refer note 23.

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18. Trade receivables

Particulars	As at March 31, 2026	As at March 31, 2025
From others		
Trade receivables considered good - unsecured	1,09,011	94,484
Trade receivables - credit impaired	50	50
Less: Loss allowance (expected credit loss allowance)	(2,451)	(2,471)
Total	**1,06,610**	**92,063**

Movement in loss allowance on trade receivables	As at March 31, 2026	As at March 31, 2025
At beginning of the year	2,471	1,713
Loss allowance for the year	25	889
Amount written off during the year	(45)	(131)
At end of the year	**2,451**	**2,471**

Trade receivables ageing schedule - March 31, 2026

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	87,858	19,430	901	396	142	284	1,09,011
(ii) Undisputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade receivables – credit impaired	-	50	-	-	-	-	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	**87,858**	**19,480**	**901**	**396**	**142**	**284**	**1,09,061**
(viii) Unbilled revenue	-	-	-	-	-	-	-
Total	**87,858**	**19,480**	**901**	**396**	**142**	**284**	**1,09,061**

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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**

19 a.Cash and cash equivalents

Particulars	As at March 31, 2026	As at March 31, 2025
Balance with banks in		
Current accounts	3,596	3,690
EEFC account	1,681	334
Cash on hand	2	10
Total	**5,279**	**4,034**

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Reconciliation of cash and cash equivalents as per the cash flow statement to as per the Balance sheet

Particulars	As at March 31, 2026	As at March 31, 2025
Cash and cash equivalents as per Balance sheet	5,279	4,034
Bank overdraft availed for cash management purposes	-	(1,030)
Cash and cash equivalents as per the cash flow statement	**5,279**	**3,004**

b. Bank balances other than cash and cash equivalents above

Particulars	As at March 31, 2026	As at March 31, 2025
Balances with banks in earmarked accounts		
Unclaimed dividend	137	115
Lien marked deposits	48	47
Total bank balances other than cash and cash equivalents above	**185**	**162**

20. Equity share capital

Particulars	As at March 31, 2026	As at March 31, 2025
a. Authorised share capital:		
Equity shares:		
1,50,00,000 (March 31, 2025: 1,50,00,000) equity shares of ₹ 10 each	1,500	1,500
Preference shares:		
50,00,000 (March 31, 2025: 50,00,000) preference shares of ₹ 10 each	500	500
b. Issued and subscribed share capital:		
1,42,77,809 (March 31, 2025: 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, 2026		As at March 31, 2025	
	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, 2026			As at March 31, 2025		
	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%	0.00%	14,84,056	10.39%	0.00%
Lakshman L (including joint holding with Pushpa Lakshman)	7,52,560	5.27%	0.00%	7,52,560	5.27%	0.00%
Ganesh L & Meenakshi Ganesh	7,45,346	5.22%	0.18%	7,19,096	5.04%	0.00%
Rathika R Sundaresan	5,72,566	4.01%	(0.37)%	6,25,066	4.38%	0.00%
Geetha Raman Subramanyam	6,25,065	4.38%	0.00%	6,25,065	4.38%	0.00%
Ranjini R Iyer	6,25,065	4.38%	0.00%	6,25,065	4.38%	0.00%
Meenakshi Ganesh & Ganesh L	3,05,430	2.14%	0.00%	3,05,430	2.14%	0.00%
Vanaja Aghoram	2,75,635	1.93%	0.00%	2,75,635	1.93%	0.00%
Lakshman L (Huf)	2,16,986	1.52%	0.00%	2,16,986	1.52%	0.00%
Pushpa Lakshman & Lakshman L	1,95,199	1.37%	0.00%	1,95,199	1.37%	0.00%
Ganesh L (Huf)	1,91,907	1.34%	0.00%	1,91,907	1.34%	0.00%
Shanthi Narayan (including joint holding with Subbaraman Narayan)	1,40,924	0.99%	0.00%	1,40,924	0.99%	(0.03)%
Harish Lakshman	1,74,367	1.22%	0.22%	1,43,367	1.00%	0.02%
Aditya Ganesh	1,14,281	0.80%	0.00%	1,14,281	0.80%	0.00%
Aparna Ganesh	68,511	0.48%	0.00%	68,511	0.48%	0.00%
Rama R Krishnan	61,452	0.43%	0.00%	61,452	0.43%	0.00%
Vinay Lakshman	53,148	0.37%	0.00%	53,148	0.37%	(0.02)%
Malavika Lakshman (including joint holding with Harish Lakshman)	28,867	0.20%	0.05%	22,067	0.15%	0.01%
Rekha Sundar	15,610	0.11%	0.00%	15,610	0.11%	0.00%
Narayanaswamy Sundaresan (Legal Heir of Late. Chitra Sundaresan)	8,209	0.06%	0.00%	8,209	0.06%	0.00%
Pravin Kumar	2,800	0.02%	0.00%	2,800	0.02%	0.00%
Keshav Harish Lakshman	100	0.00%	0.00%	100	0.00%	0.00%

20.3 Particulars of shareholders holding more than 5 percent of equity shares in the Company:

Name of the shareholder	As at March 31, 2026		As at March 31, 2025	
	Number of shares held	% of holding in shares	Number of shares held	% of holding in 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	7,45,346	5.22%	7,19,096	5.04%

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20.4 Information regarding issue of shares in the period of five years immediately preceding the reporting date

(a) The Company has not issued any shares without payment being received in cash.

(b) The Company has not issued any bonus shares.

(c) The Company has not undertaken any buy-back of shares.

(d) The Company has not issued any stock options or warrants.

21. Other equity

Particulars	As at March 31, 2026	As at March 31, 2025
General reserve	64,781	64,781
Retained earnings	39,920	35,632
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	(1,039)	(1,016)
Capital reserve on consolidation	1,995	1,995
Equity instruments through OCI	2,332	1,792
	1,13,955	**1,09,150**

a. General reserve

Particulars	As at March 31, 2026	As at March 31, 2025
Balance at the beginning of the year	**64,781**	**61,610**
Additions during the year	-	3,171
Acquisition of non-controlling interests	-	-
Balance at the end of the year	**64,781**	**64,781**

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, 2026	As at March 31, 2025
Balance at the beginning of the year	**35,632**	**19,540**
Profit / (loss) for the year	9,787	20,722
Other comprehensive income	(73)	98
Remeasurement of NCI due to merger / Acquisition of subsidiary (Refer note 49)	-	2,012
Payments of dividend on equity shares	(5,426)	(3,569)
Transfer to general reserves	-	(3,171)
Balance at the end of the year	**39,920**	**35,632**

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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 ₹ 435 Lakhs (March 31, 2025: ₹ 87 Lakhs).

In respect of the year ended March 31, 2026, the directors proposed a dividend of ₹ 47 per share (March 31, 2025: ₹ 38 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 ₹ 6,711 Lakhs (March 31, 2025: ₹ 5,426 Lakhs).

c. Capital redemption reserve

Particulars	As at March 31, 2026	As at March 31, 2025
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, 2026	As at March 31, 2025
Balance at the beginning and 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, 2026	As at March 31, 2025
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, 2026	As at March 31, 2025
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, 2026	As at March 31, 2025
Balance at the beginning of the year	**(1,016)**	**(995)**
Additions during the year	(23)	(21)
Balance at the end of the year	**(1,039)**	**(1,016)**

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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, 2026	As at March 31, 2025
Balance at the beginning	**1,995**	**1,771**
Additions	-	224
Balance at the end of the year	**1,995**	**1,995**

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, 2026	As at March 31, 2025
Balance at the beginning of the year	**1,792**	**1,301**
Net gain / (loss) on FVOCI equity instruments, net of tax	540	491
Balance at the end of the year	**2,332**	**1,792**

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, 2026	As at March 31, 2025
Balance at the beginning of year	24,290	26,311
Share of profit / (loss) for the year	3,891	1,363
Share of other comprehensive income	(206)	80
Remeasurement of NCI due to merger / Acquisition of subsidiary (Refer note 49)	-	(2,154)
Payments of dividend on equity shares	(800)	(1,310)
	27,175	**24,290**

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, 2026

Particulars	Rane (Madras) Limited	Total
NCI percentage as at March 31, 2026	**36.20%**	
Non-current assets	1,05,944	1,05,944
Current assets	1,46,160	1,46,160
Non-current liabilities	(17,489)	(17,489)

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Particulars	Rane (Madras) Limited	Total
Current liabilities	(1,59,559)	(1,59,559)
Net assets considered	75,056	75,056
Net assets attributable to NCI	**27,175**	**27,175**

Particulars	Rane (Madras) Limited	Total
NCI percentage as at March 31, 2026	**36.20%**	
Revenue from operations	3,86,292	3,86,292
Profit	10,748	10,748
Other comprehensive income	(570)	(570)
Total comprehensive income	10,178	10,178
Profit allocated to NCI	3,891	3,891
Other comprehensive income allocated to NCI	(206)	(206)
Total comprehensive income allocated to NCI	**3,685**	**3,685**
Cash flows from / (used in) operating activities	21,907	21,907
Cash flows from / (used in) investing activities	1,074	1,074
Cash flows from / (used in) financing activities	(20,661)	(20,661)
Net increase / (decrease) in cash and cash equivalents	**2,320**	**2,320**

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)
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

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Particulars	Rane (Madras) Limited	Total
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)**

23. Borrowings

Particulars	Non-current		Current	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Financial liabilities at amortised cost				
Secured				
Term loans				
from banks	4,830	15,438	-	-
from others	2,159	11,327	-	-
Short-term loans from banks	-	-	62,548	52,777
Current Maturities of Long Term Borrowings	-	-	5,628	11,474
Unsecured				
Term loans				
from banks	-	-	-	1,333
Short-term loans from banks	-	-	13,000	7,100
Total borrowings	**6,989**	**26,765**	**81,176**	**72,685**

23.1 Summary of borrowing arrangements

As at March 31 2026

Term loans including current Maturities of Long Term Borrowings

Particulars	Amount	Loan taken by	Terms of repayment
HDFC Bank - INR Long Term Loan	806	RML	Repayable in 12 structured quarterly Instalments commencing from May 2023 with 2 years of moratorium period.
HDFC Bank - INR Long Term Loan	5,933	RML	Repayable in 16 equal quarterly Instalments commencing from February 2024 with 1 year of moratorium period.
Exim Bank - INR Long Term Loan	2,812	RML	Repayable in 16 equal quarterly Instalments commencing from October 2023 with 1 year of moratorium period.
Bajaj Finance - INR Long Term Loan	3,066	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. Pursuant to the part prepayment of the principal during the current year, the number of instalments have reduced to 19.
Total	**12,617**		

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As at March 31 2025

Secured

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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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:**

Term loans

The interest rate for these loans range from 6.38% p.a to 9.25% p.a (March 31, 2025: 7.49% p.a. to 9.85% p.a.).

RML has preclosed Long Term loans of ₹ 17,572 lakhs during the current year.

Short term loans from banks

Secured loans include cash credit, packing credit, and working capital demand loan from banks. The secured loans outstanding as at March 31, 2026 and 2025 are secured on a pari passu basis by way of hypothecation of inventories, book debts and on certain fixed assets.

The interest rate for these loans range from 2.54% p.a to 9.65% p.a (March 31, 2025: 3.49% p.a. to 10.25% p.a.).

2. **In respect of RSSL:**

The loans from banks outstanding as at March 31, 2026 are secured by way of exclusive charge on current assets, movable fixed assets and factory land at Guduvancherry location of the Company (as at March 31, 2025 - charge on current assets and movable fixed assets) and the interest rate on these loans range from 7.40% p.a to 8.40% p.a (March 31, 2025: 8.40% p.a to 9.00% p.a)

3. **In respect of RHL:**

The interest rate is at 9.00% p.a for the loans outstanding as at March 31, 2026. (March 31, 2025: 9.30% p.a)

During the year, the Company has prepaid an amount of ₹ 2,000 lakhs towards part repayment of outstanding principle.

The term loans outstanding as at March 31, 2026 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	Borrowings	Lease Liabilities
Balance as at April 01, 2024	**82,247**	**3,089**
Changes from financing cash flows		
Proceeds from long term borrowings	10,875	-
Repayment of long term borrowings	(13,264)	-
Proceeds from short term borrowings	65,392	-
Repayment of short term borrowings	(81,144)	-
Payment of lease liabilities	-	(396)
Interest paid	(8,543)	(465)

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Particulars	Borrowings	Lease Liabilities
Other changes		
New Lease	-	2,687
Acquisition through business combination (refer Note 49)	35,787	1,404
Interest expense	8,100	465
Impact of foreign exchange rate differences	-	(275)
Balance as at March 31, 2025	**99,450**	**6,509**
Changes from financing cash flows		
Proceeds from long term borrowings	-	-
Repayment of long term borrowings	(26,794)	-
Proceeds from short term borrowings	6,13,909	-
Repayment of short term borrowings	(5,98,286)	-
Payment of lease liabilities	-	(1,151)
Interest paid	(7,226)	(758)
Other changes		
New Lease	-	8,373
Others	(162)	-
Interest expense	6,912	758
Interest cost capitalisation	362	-
Impact of foreign exchange rate differences	-	203
Balance as at March 31, 2026	**88,165**	**13,934**

24. Other financial liabilities

Particulars	Non-current		Current	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Derivative liabilities	-	-	365	-
Security deposits	-	169	343	164
Unclaimed dividend	-	-	137	115
Employee related dues	-	-	7,061	5,741
Capital creditors	-	-	2,589	3,237
Commission payable	-	-	529	375
Advance received from sale of land	-	-	14,500	-
Others (refer note 24.1)	-	-	7,316	7,002
Total	**-**	**169**	**32,840**	**16,633**

24.1 Others primarily include dealer incentives amounting to ₹ 7,191 Lakhs as at March 31, 2026 (March 31, 2025: ₹ 6,427 lakhs).

24.2 The Group's exposure to credit risk and market risk are disclosed in note 48.

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25. Provisions

Particulars	Non-current		Current	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Provisions for employee benefits				
Gratuity (refer note 39)	325	327	913	1,097
Leave encashment	3,162	2,766	858	928
Other provisions (refer note 25.1)				
Product warranty	1,037	-	2,861	4,993
Others	-	-	890	-
Total	**4,524**	**3,093**	**5,522**	**7,018**

Note 25.1 Movements in each class of provision during the financial year, are set out below:

Particulars	Product warranty	
	As at March 31, 2026	As at March 31, 2025
Balance at the beginning of the year	**4,993**	**1,453**
Balance on acquisition of Subsidiary	-	3,004
Provision made during the year	(47)	1,316
Provision used against claims settled / transfer made during the year	(1,048)	(780)
Balance at the end of the year	**3,898**	**4,993**

26. Other liabilities

Particulars	Non-current		Current	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Deferred income	491	515	181	135
Advances and deposits from customers	-	-	651	205
Tooling advance	-	-	6,690	4,097
Statutory dues	-	-	2,103	3,666
Others	-	-	2,399	1,799
Total	**491**	**515**	**12,024**	**9,903**

27. Current tax liabilities, net

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for tax , net	235	-
Total	**235**	**-**

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28. Trade payables

Particulars	As at March 31, 2026	As at March 31, 2025
Total outstanding dues of micro enterprises and small enterprises	8,190	2,276
Total outstanding dues of creditors other than micro enterprises and small enterprises	74,373	73,770
Total	**82,563**	**76,046**

The Group's exposure to credit and liquidity risk is disclosed in note 48

For terms and conditions relating to related party transactions, refer note 40

Trade payables ageing schedule - Outstanding for following periods from the due date of payment

As at March 31, 2026

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
Undisputed dues						
(i) MSME	7,362	827	1	-	-	8,190
(ii) Others	42,781	23,373	44	-	15	66,213
Disputed dues						-
(i) MSME	-	-	-	-	-	-
(ii) Others	-	-	-	-	-	-
Unbilled						**8,160**
Total Trade Payables	**50,143**	**24,200**	**45**	**-**	**15**	**82,563**

As at March 31, 2025

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
Undisputed dues						
(i) MSME	1,671	603	2	-	-	2,276
(ii) Others	50,024	19,333	315	-	16	69,688
Disputed dues						-
(i) MSME	-	-	-	-	-	-
(ii) Others	-	-	-	-	-	-
Unbilled						**4,082**
Total Trade Payables	**51,695**	**19,936**	**317**	**-**	**16**	**76,046**

28.1 Supplier Finance Arrangements

The Group participates in a Supplier Finance Arrangement under which its suppliers may elect to receive early payment ot their invoices trom a bank. Under the arrangement, the bank agrees to pay amounts due to participating suppliers in respect ot invoices owed by the Group and the Group repays the bank at a later date. The principal purpose of this arrangement is to facilitate efficient payment processing and provide the willing suppliers early payment terms, compared with the related invoice payment due date.

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The Group has not derecognised the original trade payables relating to the arrangement because neither a legal release was obtained nor was the original liability substantially modified on entering into the arrangement. From the Group's perspective, the arrangement does not significantly extend payment terms beyond the normal terms agreed with other suppliers that are not participating; however, the arrangement does provide participating suppliers with the benefit of early payment. Additionally, the Group does not incur any significant additional interest towards the bank on the amounts due to the suppliers. The Group therefore includes the amounts subject to the arrangement within trade payables because the nature and function of these payables remains the same as those of other trade payables.

All payables under the arrangement are classified as current as at March 31, 2026 and 2025.

Particulars	As at March 31, 2026	As at March 31, 2025
Carrying value of financial liabilities subject to supplier finance arrangement		
Presented in trade payables	8,622	*
Of which suppliers have received payment from finance provider	6,400	*
Range of payment due dates		
Liabilities that are part of the arrangements	30 - 90 days	*
Comparable trade payables that are not part of the arrangements	0 - 90 days	*

Non cash changes

There were no significant non-cash changes in the carrying amount of financial liabilities subject to supplier finance arrangements. The payments to the bank are included within operating cash flows because they continue to be part of the normal operating cycle of the Group and their principal nature remains operating– i.e., payments for the purchase of goods and services. The payments to a supplier by the bank of ₹ 6,400 lakhs are considered non-cash transactions.

For additional information about how these arrangements affect the Group's exposure to liquidity risk, see Note 48.

*The Group applied transitional relief available under Supplier Finance Arrangements (Amendments to Ind AS 7 and Ind AS 107) and has not provided comparative information in the first year of adoption.

29. Revenue from operations

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
a. Sale of products & services		
Sale of products	5,78,217	4,27,081
Rendering of services	5,355	4,844
	5,83,572	**4,31,925**
b. Other operating revenue		
Scrap sales	2,942	2,691
Export incentives	1,775	1,538
Others	42	5
	4,759	**4,234**
Total	**5,88,331**	**4,36,159**

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Reconciliation of revenue from sale of products with contract price

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Gross revenues	5,86,116	4,33,225
Customer discount	(7,899)	(6,144)
Net revenues from sale of products	**5,78,217**	**4,27,081**

Reconciliation of revenue from rendering of services

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Gross revenues	5,355	4,844
Net revenues from rendering of services	**5,355**	**4,844**

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, 2026	Year ended March 31, 2025
Manufactured goods		
Steering and Suspension Linkage Products, Steering Gear Products and Hydraulic Products	2,08,383	1,79,516
Diecasting products	24,222	23,749
Valves, Guides and Tappets	56,652	54,457
Brake Linings, Disc pads, Clutch facings, Railway brake blocks and others	77,386	71,026
Steering columns	1,96,551	90,671
Other components	15,022	7,662
Total revenue from contracts with customers	**5,78,217**	**4,27,081**

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.

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c) **Contract balances:**

The following disclosure provides information about trade receivables, contract assets and contract liabilities from contracts with customers:

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Receivables, included under trade receivables	1,06,610	92,063
Contract liabilities included under advance from customers	651	205
Contract liabilities included under deferred and unearned revenue	672	650

The amount of ₹ 855 Lakhs included in contract liabilities as at March 31, 2025, has been recognised as revenue for the year ended March 31, 2026 (March 31, 2025: ₹ 745).

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, 2026	Year ended March 31, 2025
Interest income earned on financial assets		
- from bank deposits	357	598
Interest income - Income tax refund	226	457
Gain on current investments mandatorily measured at FVTPL	177	179
Foreign exchange gain, net	156	109
Gain on write back of financial liabilities carried at amortised cost	524	182
Gain on sale of property, plant and equipment	108	9
Government grant income	168	242
Other non-operating income	669	100
Total	**2,385**	**1,875**

31. Cost of materials consumed

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Opening stock of raw materials	21,642	14,374
Add: Acquisition through business combination (refer Note 49)	-	8,563
Add: Purchase of raw materials	3,62,913	2,53,136
Less: Closing stock of raw materials	23,903	21,642
	3,60,652	**2,54,431**
Freight inward	4,085	3,369
Job work expenses	13,231	11,783
Total	**3,77,968**	**2,69,583**

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32. Purchase of stock-in-trade

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Purchase of stock-in-trade	17,317	4,421

33. Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Inventories at the end of the year:		
Finished goods	22,100	21,765
Work-in-progress	8,217	5,542
Stock-in-trade	3,023	713
	33,340	**28,020**
Inventories at the beginning of the year:		
Finished goods	21,765	16,300
Work-in-progress	5,542	5,430
Stock-in-trade	754	262
	28,061	**21,992**
Net (increase)/decrease		
Finished goods	(335)	(5,465)
Work-in-progress	(2,675)	(112)
Stock-in-trade	(2,269)	(451)
Recognition / Derecognition on acquisition / disposal of subsidiaries		
Work-in-progress	-	2,769
Finished goods	-	874
Total	**(5,279)**	**(2,385)**

34. Employee benefits expense

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Salaries, wages and bonus	56,948	47,286
Contribution to provident and other funds (Refer note 39)	2,767	2,397
Gratuity	1,319	760
Staff welfare expenses	7,230	5,764
Total	**68,264**	**56,207**

35. Finance costs

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Interest expense		
- On loans	6,931	7,990
- On lease liabilities	758	464

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Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Other borrowing costs (including exchange differences)	342	110
Less: Borrowing cost capitalised	(523)	-
Total	**7,508**	**8,564**

36. Depreciation and amortisation expenses

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Depreciation of property, plant and equipment	18,748	15,567
Amortisation of intangible assets	585	425
Depreciation of right-of-use assets	1,657	853
Total	**20,990**	**16,845**

37. Other expenses

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Consumption of stores and spares	16,924	14,784
Power and fuel	13,515	12,225
Rent (refer note 44)	618	321
Rates and taxes	1,041	633
Insurance	2,168	1,987
Repairs and maintenance		
- Building	1,057	823
- Plant and equipment	6,935	6,987
- Others	1,480	1,333
Administration expenses	571	575
Directors' sitting fees	102	53
Chairman and Managing Director commission (refer note 39)	501	375
Payment to auditors	177	162
Advertisement and sales promotion	988	599
Loss on disposal of property, plant & equipment	1	24
Foreign exchange loss, net	130	240
Freight and cartage outward	8,611	8,271
Travel expenses	3,579	2,873
Corporate social responsibility expenditure	281	336
Professional charges	5,168	3,321
Provision for doubtful advances	172	-
Information systems expenses	1,699	1,604
Packing, forwarding and dispatching	12,681	10,203
Warranty and other claims	814	1,316

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Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Royalty and technical fees	4,867	2,664
Impairment of financial assets	261	2,039
Impairment of non-financial assets	406	-
Miscellaneous expenses	1,626	1,795
Total	**86,373**	**75,545**

Other statutory information

37.1 The Group has not traded or invested in Crypto currency or virtual currency during the financial year.

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:

a) 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) or

b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries other than in the ordinary course of business (Also, refer note 3.5)

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:

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.

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 9 and 49.

37.8 The Group has complied with the number of layers prescribed under the Companies Act, 2013.

37.9 The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

37.10 The Group has not revalued its property, plant and equipment(including Right of use assts)/ intangible assets/both during the current/previous year.

37.11 Quarterly returns or statements of current assets filed by the Company for the sanctioned working capital loans with banks or financial institutions along with reconciliation and reasons for discrepancies is as follows:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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RML:

Quarter	Name of banks	Particulars of information submitted	Amount as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference	Reason for material discrepancies
Jun-25	(i) Bank of Baroda (ii)Kotak Mahindra Bank (iii)HDFC Bank (iv)DBS Bank India Limited (v)Standard chartered Bank (vi) Axis Bank (vii) ICICI Bank (viii) State Bank of India	Trade receivables	71,648	69,391	2,257	The amount reported excludes debtors more than 90 days.
		Inventory	46,498	46,490	8	Inventory amount as per books includes certain items of inventory that were not grouped in Inventory for return submission.
		Trade payables	49,684	28,061	21,623	Unbilled expenses and bills acceptance which are grouped under trade payables are not considered in the quarterly return / statement submitted to bank
Sep-25	(i) Bank of Baroda (ii)Kotak Mahindra Bank (iii)HDFC Bank (iv)DBS Bank India Limited (v)Standard chartered Bank (vi) Axis Bank (vii) ICICI Bank (viii) State Bank of India	Trade receivables	73,508	75,072	(1,564)	Tooling related receivable which are grouped under Financial Assets were considered for quarterly return/ statement submitted to bank.
		Inventory	50,437	50,437	-	
		Trade payables	52,177	26,199	25,978	Unbilled expenses and bills acceptance which are grouped under trade payables are not considered in the quarterly return / statement submitted to bank
Dec-25	(i) Bank of Baroda (ii)Kotak Mahindra Bank (iii)HDFC Bank (iv)DBS Bank India Limited (v)Standard chartered Bank (vi) Axis Bank (vii) ICICI Bank (viii) State Bank of India	Trade receivables	77,788	79,573	(1,785)	Tooling related receivable which are grouped under Financial Assets were considered for quarterly return/ statement submitted to bank.

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Quarter	Name of banks	Particulars of information submitted	Amount as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference	Reason for material discrepancies
		Inventory	50,805	50,823	(18)	Inventory amount as per books includes certain items of inventory that were not grouped in Inventory for return submission.
		Trade payables	52,562	27,444	25,118	Unbilled expenses and bills acceptance which are grouped under trade payables are not considered in the quarterly return / statement submitted to bank
Mar-26	(i) Bank of Baroda (ii)Kotak Mahindra Bank (iii)HDFC Bank (iv)DBS Bank India Limited (v)Standard chartered Bank (vi) Axis Bank (vii) ICICI Bank (viii) State Bank of India	Trade receivables	79,661	77,925	1,736	The amount reported excludes debtors more than 90 days.
		Inventory	49,684	49,336	348	Inventory amount as per books includes certain items of inventory that were not grouped in Inventory for return submission.
		Trade payables	54,892	30,571	24,321	Unbilled expenses and bills acceptance which are grouped under trade payables are not considered in the quarterly return / statement submitted to bank

RSSL:

Quarter	Name of banks	Particulars of information submitted	Amount as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference	Reason for material discrepancies
Jun-25	ICICI Bank	Inventory	13,645	12,980	665	Differences arising on account of adjustments made during the book closure process

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Quarter	Name of banks	Particulars of information submitted	Amount as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference	Reason for material discrepancies
		Trade receivable	22,134	22,160	(26)	Differences arising on account of adjustments made during the book closure process
Sep-25	ICICI Bank	Inventory	14,621	13,360	1,261	Differences arising on account of adjustments made during the book closure process
		Trade receivable	23,093	23,134	(41)	Differences arising on account of adjustments made during the book closure process
Dec-25	ICICI Bank	Inventory	16,110	15,281	829	Differences arising on account of adjustments made during the book closure process
		Trade receivable	21,425	21,118	307	Differences arising on account of adjustments made during the book closure process
Mar-26	ICICI Bank	Inventory	14,567	13,895	672	Differences arising on account of adjustments made during the book closure process
		Trade receivable	27,122	27,391	(269)	Differences arising on account of adjustments made during the book closure process

Notes:

1. Impact considered through cumulative information provided for the financial year during quarterly returns/ statements submission except as at March 31, 2026.
2. Quarterly information requirements for individual banks may be different for similar line items.
3. The above information is based on the revised returns/ statements filed.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026

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38. Tax reconciliation:

Income tax recognised in profit or loss

Particulars	As at March 31, 2026	Year ended March 31, 2025
Current tax expense	**1,712**	**1,168**
Tax expense related to prior period	(485)	-
Deferred tax expense	2,786	9,622
Total	**4,013**	**10,790**

Reconciliation of effective tax rate

Particulars	As at March 31, 2026	Year ended March 31, 2025
Profit before tax	**17,691**	**32,875**
Income tax expense calculated at the Holding Company's tax rate of 25.17%	4,452	8,274
Effect of :		
Differences in tax rates applicable to individual entities and impact of unrecognised deferred tax assets	424	301
Share of profit of equity accounted investee	469	(887)
Impact of capital gains taxed at special rate	(263)	-
Non deductible expense	109	203
Tax exempt income	-	(862)
Changes in tax rates (Refer note 16)	-	3,662
Changes in estimates related to prior years	(1,074)	-
Others	**(104)**	**99**
Income tax expense recognised in profit or loss	**4,013**	**10,790**

Income tax recognised in other comprehensive income

Particulars	As at March 31, 2026	Year ended March 31, 2025
Income tax on remeasurement of defined benefit plan	193	(35)
Equity investment through other comprehensive income		
Current tax	-	-
Deferred tax	(31)	26
Total	**162**	**(9)**

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.

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(All amounts are in INR lakhs unless otherwise stated)

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.

The total expense recognised in profit or loss of ₹ 2,540 Lakhs (for the year ended March 31, 2025 : ₹ 2,186 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, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Gratuity liability	325	327	913	1,097
Total	**325**	**327**	**913**	**1,097**

(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.

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The following table summarises the position of assets and obligations relating to the plan:

Particulars	As at March 31, 2026	As at March 31, 2025
Present value of funded defined benefit obligation	12,232	10,455
Fair value of plan assets	10,994	9,034
Net liability recognised in the balance sheet	**1,238**	**1,421**
Current	**913**	**1,097**
Non-current	**325**	**327**

(i) Movements in the present value of the defined benefit obligation are as follows:

Particulars	As at March 31, 2026	Year ended March 31, 2025
Opening defined benefit obligation	10,455	8,716
Defined benefit obligation of Subsidiary on acquisition date	-	1,289
Current service cost	675	653
Interest cost	658	633
Remeasurement (gains) / losses :		
Actuarial (gains) and losses arising from changes in demographic assumptions	(36)	(4)
Actuarial (gains) and losses arising from changes in financial assumptions	(56)	19
Actuarial (gains) and losses arising from experience adjustments	654	(296)
Past service cost, including losses / (gains) on curtailments	610	26
Transfer in / out Value	171	(10)
Benefits paid	(899)	(570)
Closing defined benefit obligation	**12,232**	**10,455**

(ii) Movements in the fair value of the plan assets

Particulars	As at March 31, 2026	Year ended March 31, 2025
Opening fair value of plan assets	9,034	7,386
Fair value of plan assets of Subsidiary on Acquisition date	-	997
Interest income	624	549
Remeasurement gain / (loss):		
Return on plan assets (excluding amounts included in net interest expense)	111	80
Contributions from the employer	1,953	599
Transfer In	171	(7)
Benefits paid	(899)	(570)
Closing fair value of plan assets	**10,994**	**9,034**

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FOR THE YEAR ENDED MARCH 31, 2026

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(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	675	653
Past service cost **	610	26
Net interest expense	34	83
Components of defined benefit costs recognised in profit or loss	**1,319**	**762**
Remeasurement on the net defined benefit liability*:		
Actuarial (gains) / losses arising from changes in demographic assumptions	(36)	(4)
Actuarial (gains) / losses arising from changes in financial assumptions	(56)	19
Actuarial (gains) / losses arising from experience adjustments	654	(376)
Return on plan assets (excluding amounts included in net interest expense)	(111)	-
Components of defined benefit costs recognised in other comprehensive income	**451**	**(361)**
Total	**1,770**	**401**

*Group's share of other comprehensive income pertaining to Joint Venture / associate entities amounting to ₹ 93 Lakhs (March 31, 2025: ₹ 56 Lakhs) not included in the above.

** During the year ended 31 March 2026, the Central Government of India has notified the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020, collectively referred to as the 'New Labour Codes', effective from 21 November 2025 primarily impacting the wage definition to be considered for the purpose of defined benefit obligation relating to gratuity. As a result of this plan amendment, the Group's defined benefit obligation increased by ₹ 610 Lakhs (31 March 2025: Nil). A corresponding past service cost was recognised in profit or loss during the current year.

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.

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(v) The principal assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	Valuation as at	
	March 31, 2026	March 31, 2025
Discount rate(s)	6.79 % to 7.02%	6.38 % to 6.45%
Salary escalation		
Executives and staff	8.00% to 10.00%	8.00% to 10.00%
Operators	6.00% to 8.00%	6.00% to 10.00%
Attrition rate		
Executives and staff	13.00% to 20.00%	16.00% to 22.00%
Operators	3.00% to 4.00%	3.00% to 16.00%

(vi) Sensitivity analysis

Change in assumption	March 31, 2026	March 31, 2025
A. Discount rate + 50 BP	**7.29% to 7.52%**	**6.88% to 6.95%**
Defined Benefit Obligation	11,936	10,203
B. Discount rate - 50 BP	**6.29% to 6.52%**	**5.88% to 5.95%**
Defined Benefit Obligation	12,577	10,736
C. Salary escalation rate +50 BP	**6.50% to 10.50%**	**6.50% to 10.50%**
Defined Benefit Obligation	12,590	10,746
D. Salary escalation rate -50 BP	**5.50% to 9.50%**	**5.50% to 9.50%**
Defined Benefit Obligation	11,921	10,190
E. Attrition rate +50 BP	**3.50% to 20.50%**	**3.50% to 22.50%**
Defined Benefit Obligation	12,250	10,457
F. Attrition rate - 50 BP	**2.50% to 19.50%**	**2.50% to 21.50%**
Defined Benefit Obligation	12,247	10,466

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.

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Defined benefit liability

The weighted average duration of the defined obligation (range) is 3 to 9.8 years (31 March 2025: 2.8 to 5.9 years). The expected maturity analysis of undiscounted gratuity is as follows:

Particulars	March 31, 2026	March 31, 2025
Year 1	2,043	1,568
Year 2	2,170	1,754
Year 3	1,559	1,214
Year 4	1,501	929
Year 5	1,379	976
Next 5 Years	5,177	3,999

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 Lifetec Rane Automotive India Private Limited ('ZLRAI') (subsidiary of ZRAI effective July 4, 2024 till January 31, 2026, Joint Venture / Associate of RHL w.e.f. February 01, 2026)
	ZF Rane Occupant Safety Systems Private Limited (subsidiary of ZRAI till January 31, 2026), (subsidiary of ZLRAI w.e.f. February 01, 2026)
	TRW Sun Steering Wheels Private Limited ('TSSW') (subsidiary of ZRAI effective March 28, 2024 till January 31, 2026), (subsidiary of ZLRAI w.e.f. February 01, 2026)
	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
	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

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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	
	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25
Transaction during the year										
Fee for services rendered										
ZRAI	1,505	1,349	-	-	-	-	-	-	-	-
ZLRAI	162	-								
ZROS	276	134	-	-	-	-	-	-	-	-
TSSW	1	-								
RSSL	-	395	-	-	-	-	-	-	-	-
Trademark fee income			-	-	-	-	-	-	-	-
ZRAI	1,788	1,945	-	-	-	-	-	-	-	-
ZLRAI	191	-								
ZROS	394	216	-	-	-	-	-	-	-	-
Sales										
ZRAI	683	740	-	-	-	-	-	-	-	-
RSSL	-	3	-	-	-	-	-	-	-	-
Purchases										
ZRAI	7,880	1	-	-	-	-	-	-	-	-
RSSL	-	-	-	-	-	-	-	-	-	-
Reimbursement of expenses from										
ZRAI	61	78	-	-	-	-	-	-	-	-
ZLRAI	5	-	-	-	-	-	-	-	-	-
Reimbursement of expenses to										
ZRAI	46	-	-	-	-	-	-	-	-	-
ZROS	1	-								
ZLRAI	1	-								
L Lakshman	-	-	-	-	2	1	-	-	-	-
Dividend received										
ZRAI	3,538	3,586	-	-	-	-	-	-	-	-
CSR contributions to										
Rane Foundation	-	-	-	-	-	-	212	252	-	-
Advisory fee paid										
L Lakshman	-	-	-	-	125	125	-	-	-	-

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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	
	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25
Salary and other perquisites										
L Ganesh	-	-	373	370	-	-	-	-	-	-
Harish Lakshman	-	-	300	137	-	-	-	-	-	-
Aditya Ganesh	-	-	-	-	119	108	-	-	-	-
Commission										
L Ganesh	-	-	185	164	-	-	-	-	-	-
Harish Lakshman	-	-	316	223	-	-	-	-	-	-
Other reimbursements										
Sitting fees	-	-	6	8	-	-	-	-	-	-
Contribution to post employment benefit plan										
Rane Holdings Limited Gratuity Fund	-	-	-	-	-	-	-	-	16	79
Rane Holdings Limited Senior Executives Superannuation Fund	-	-	-	-	-	-	-	-	25	29
Rane Madras Employee Gratuity Fund	-	-	-	-	-	-	-	-	1,815	450
Rane Madras Employee Senior Executives Pension Fund	-	-	-	-	-	-	-	-	121	111

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	
	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25
Balance as at March 31										
Trade payable										
ZRAI	1,472	-								
ZLRAI	1	-	-	-	-	-	-	-	-	-
Commission payable										
L Ganesh	-	-	185	375	-	-	-	-	-	-
Harish Lakshman	-	-	316	-	-	-	-	-	-	-
Receivables										
ZRAI	367	365	-	-	-	-	-	-	-	-
ZROS	295	80								
ZLRAI	418	-								

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Remuneration to Key Management Personnel

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Short-term benefits paid	616	646
Other long term benefits paid	27	25
Total	**643**	**671**

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 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**	
	As at March 31, 2026	Year ended March 31, 2025	As at March 31, 2026	Year ended March 31, 2025
India	5,05,875	3,65,246	1,39,029	1,28,725
Mexico	-	-	4,539	3,395
Rest of the world	77,697	70,913	3	2
Total	**5,83,572**	**4,36,159**	**1,43,571**	**1,32,122**

The geographical information considered for disclosure are – India, Mexico 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 33% of total Group's revenues (March 31, 2025: 21%)

42 a. Contingent liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Claims against the Group not acknowledged as debts		
- Income tax matters	4,424	3,766
- Indirect tax matters	8,975	7,657
- Labour related matters	165	339
	13,565	**11,761**

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

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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.

b. Commitments

Particulars	As at March 31, 2026	As at March 31, 2025
Commitments		
Estimated amount of contracts remaining to be executed on capital account, net of advance	9,898	3,447

Refer note 9.3 for commitments and contingent liabilities in respect of joint venture / associate entities

43. Earnings per share ('EPS')

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Profit after tax attributable to the owners	9,787	20,722
Weighted average number of shares	1,42,77,809	1,42,77,809
a. Basic Earning per share (₹)	68.54	145.13
b. Diluted Earnings per share (₹)	68.54	145.13

44. Leases

a. Break-up of current and non-current lease liabilities:

Particulars	As at March 31, 2026	As at March 31, 2025
Current lease liabilities	3,083	1,122
Non-current lease liabilities	10,851	5,387
Total	**13,934**	**6,509**

b. Movement in Lease liabilities:

Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	**6,509**	**3,089**
Additions	8,373	2,687
Acquisition through business combination (refer Note 49)	-	1,404
Interest expense on lease liabilities	758	465
Payment of lease liabilities	(1,909)	(861)
Effects of foreign exchange	203	(275)
Closing balance	**13,934**	**6,509**

c. Maturity analysis - contractual undiscounted cash flows

Particulars	As at March 31, 2026	As at March 31, 2025
Less than one year	4,041	1,428
One to five years	11,148	4,854

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Particulars	As at March 31, 2026	As at March 31, 2025
More than five years	2,383	2,359
Total	**17,572**	**8,641**

d. Amounts recognized in profit or loss

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Interest on lease liabilities	758	464
Expenses relating to short-term leases recognised in other expenses	618	321

e. Amounts recognised in cash flow statement

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Total cash outflows for leases	1,909	861

45. Exceptional Items

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Merger related expenses (including stamp duty charges)	-	(1,138)
Expenditure towards voluntary retirement scheme	(459)	(59)
Reversal of warranty provisions and Insurance claim settlement / (Provisions on special warranty obligations),net	2,132	(102)
Gain arising from the step acquisition, settlement of warranty and other claims (refer note 49.1)	-	21,394
Profit on sale of land and related cost	307	-
Total	**1,980**	**20,095**

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, 2026	As at March 31, 2025
a. Information about subsidiaries			
Rane (Madras) Limited (RML)	India	63.80%	63.80%
- Rane (Madras) International Holdings B.V (wholly owned subsidiary of RML)	The Netherlands	63.80%	63.80%
- Rane Light Metal Castings Inc. (wholly owned subsidiary of RML) (till September 14, 2023)	The United States of America	-	-

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Companies	Country of incorporation	% of voting power held	
		As at March 31, 2026	As at March 31, 2025
- Rane Automotive Components Mexico S De RL C. V. (step down subsidiary of RML)	Mexico	63.80%	63.80%
Rane Engine Valve Limited (REVL) (Refer note 49)	India	-	-
Rane Brake Lining Limited (RBL) (Refer note 49)	India	-	-
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%	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, till January 31, 2026)	India	49.00%	49.00%
- TRW Sun Steering Wheels Private Limited (wholly owned subsidiary of ZRAI, till January 31, 2026)	India	49.00%	49.00%
- ZF Lifetec Rane Automotive India Private Limited (wholly owned subsidiary of ZRAI effective July 4, 2024, till January 31, 2026)	India	49.00%	49.00%
ZF Lifetec Rane Automotive India Private Limited (ZLRAI) (effective from February 1, 2026)	India	49.00%	49.00%
- ZF Rane Occupant Safety Systems Private Limited (wholly owned subsidiary of ZLRAI, from February 1, 2026)	India	49.00%	49.00%
- TRW Sun Steering Wheels Private Limited (wholly owned subsidiary of ZLRAI, from February 1, 2026)	India	49.00%	49.00%
Rane Steering Systems Private Limited (formerly known as Rane NSK Steering Systems private Limited) (till September 18, 2024)	India	-	-

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47. Disclosure of additional information as required by Schedule III:

Name of the entity	For the year ended March 31, 2026							
	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 total comprehensive income	Amount
Parent: Rane Holdings Limited	45.69%	65,138	61.86%	8,461	241.24%	574	64.93%	9,035
Subsidiaries - Indian								
(Parent's share)								
1. Rane (Madras) Limited - consolidated	33.59%	47,881	50.13%	6,857	(152.55)%	(364)	46.66%	6,493
2. Rane Steering Systems Private Limited	11.93%	17,002	25.41%	3,475	44.05%	105	25.73%	3,580
Subsidiaries - Foreign								
1. Rane Holdings America Inc.	0.06%	90	1.14%	156	10.07%	24	1.29%	180
2. Rane Holdings Europe GmbH	0.06%	86	0.07%	9	5.03%	12	0.15%	21
Non-controlling interests	19.06%	27,175	28.45%	3,891	(86.42)%	(206)	26.48%	3,685
Joint venture / associate entities (investment as per the equity method)								
Indian								
1. ZF Rane Automotive India Private Limited			21.99%	3,008	26.85%	64	22.08%	3,072
2. ZF Lifetec Rane Automotive India Private Limited			(35.62)%	(4,872)	12.17%	29	(34.81)%	(4,843)
Consolidation adjustments	(10.39)%	(14,814)	(53.42)%	(7,307)	-	-	(52.52)%	(7,307)
Total	**100%**	**1,42,558**	**100%**	**13,678**	**100%**	**238**	**100%**	**13,916**

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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 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)
Total	**100%**	**1,34,868**	**100%**	**22,085**	**100%**	**648**	**100%**	**22,732**

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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, 2026	As at March 31, 2025
Debt *	88,165	99,450
Cash and cash equivalents	(5,279)	(4,034)
Net debt	**82,886**	**95,416**
Total Equity**	**1,42,558**	**1,34,868**
Net debt to equity ratio	0.58	0.71

*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, 2026			As at March 31, 2025		
	FVTPL	FVOCI	Amortised Cost	FVTPL	FVOCI	Amortised Cost
Financial assets						
Loans	-	-	121	-	-	127
Investments in equity instruments	-	4,290	819	-	3,912	713
Trade receivables	-	-	1,06,610	-	-	92,063
Cash and cash equivalents	-	-	5,279	-	-	4,034
Bank balances other than above	-	-	185	-	-	162
Other financial assets (excluding derivative instruments)	-	-	6,823	-	-	6,401
Derivative assets	-	-	-	37	-	-

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Particulars	As at March 31, 2026			As at March 31, 2025		
	FVTPL	FVOCI	Amortised Cost	FVTPL	FVOCI	Amortised Cost
Mutual fund investments (mandatorily measured at FVTPL)	1,001	-	-	3,430	-	-
Total financial assets	**1,001**	**4,290**	**1,19,837**	**3,467**	**3,912**	**1,03,500**
Financial liabilities						
Borrowings	-	-	88,165	-	-	99,450
Trade payables	-	-	82,563	-	-	76,046
Lease liability	-	-	13,934	-	-	6,509
Derivative liabilities	365	-	-	-	-	-
Other financial liabilities	-	-	32,475	-	-	16,802
Total financial liabilities	**365**	**-**	**2,17,137**	**-**	**-**	**1,98,807**

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, 2026	As at March 31, 2025	Fair Value Hierarchy (Level 1,2,3)*	Valuation technique
Financial assets				
a. Mutual fund investments (unquoted) (mandatorily measured at FVTPL)	1,001	3,430	2	Fair value is determined based on Net Assets Value published by respective funds.
b. Derivative assets (forward contracts)	-	37	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	4,290	3,912	3	Fair valuation of investment in Autotech Fund I, L.P: 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.

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Particulars	As at March 31, 2026	As at March 31, 2025	Fair Value Hierarchy (Level 1,2,3)*	Valuation technique
				Other investments: The Group uses Discounted cash flow method for valuation of other investments fair valued through OCI. Discounted cash flows consider the present value of the net cash flows expected to be generated from the facility, taking into account the budgeted EBITDA growth rate and budgeted capital expenditure growth rate; the expected net cash flows are discounted using a risk-adjusted discount rate.
Total	**5,291**	**7,379**		

Particulars	As at March 31, 2026	As at March 31, 2025	Fair Value Hierarchy (Level 1,2,3)*	Valuation technique
Financial liabilities				
Derivative liabilities	365	-	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	**365**	**-**		
Net financial assets / (liabilities)	**4,926**	**7,379**		

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 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**
Acquisition of investments in equity instruments measured at FVOCI	-
Unrealised gain / (loss) on account of change in fair value	491
Capital distribution, net	(113)
Balance at 31 March 2026	**4,290**

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There have been no transfers among Level 1, Level 2 and Level 3 during the year ended March 31, 2025 and March 31, 2026.

*** 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 it's 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 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.

The Group follows a consistent policy of mitigating foreign exchange risk by entering into appropriate hedging instruments as considered from time to time. Depending on the future outlook on currencies, the Group may keep the exposures un-hedged or hedge only a part of the total exposure. The Group does not enter into a foreign exchange transaction for speculative purposes i.e. without any actual /anticipated underlying exposures.

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, 2026	As at March 31, 2025
	In equivalent INR	In equivalent INR
Financial assets		
USD	18,841	17,742
EUR	10,149	6,097
GBP	28	34
JPY	37	-

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Particulars	As at March 31, 2026	As at March 31, 2025
	In equivalent INR	In equivalent INR
Financial liabilities		
USD	3,059	10,438
EUR	677	3,421
JPY	1,494	1,553
CNY	819	819
THB	132	48
GBP	4	-

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 a opposite impact on the profit or equity.

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%				
2025-26				
USD	(620)	620	(170)	170
EUR	(474)	474	-	-
GBP	(1)	1	-	-
CNY	41	(41)		
THB	7	(7)		
JPY	75	(75)	-	-
2024-25				
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.

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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, 2026	As at March 31, 2025
Sell USD		
Less than 3 months	2,428	6,746
Later than 3 months but upto 6 months	4,531	5,543
Total	**6,959**	**12,288**
Buy JPY		
Less than 3 months	(594)	(204)
Total	**(594)**	**(204)**
Buy Euro		
Less than 3 months	-	(276)
Total	**-**	**(276)**
Sell Euro		
Less than 3 months	1,196	2,709
Later than 3 months but upto 6 months	1,920	2,091
Total	**3,116**	**4,800**
Sell GBP		
Less than 3 months	-	24
Total	**-**	**24**
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.

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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 March 31, 2026 would decrease / increase by ₹ 441 Lakhs (March 31, 2025: ₹ 497 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, 2026 would increase / decrease by ₹ 43 Lakhs (March 31, 2025: ₹ 39 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

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the group. Credit risk arises primarily from trade receivables, cash and cash equivalents, investments, other bank balances and other financial assets. The carrying amounts of financial assets represent the maximum credit risk exposure.

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 2025: 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

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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 including estimated interest payments as at 31 March 2026

Particulars	Carrying amount	Less than 1 year	1-5 years	5 or more years	Total contractual cash flows
Borrowings	88,165	82,615	7,233	-	89,848
Trade payables	82,563	82,563	-	-	82,563
Lease liability	13,934	4,041	11,148	2,383	17,572
Other financial liabilities	32,840	32,840	-	-	32,840
Total	**2,17,502**	**2,02,059**	**18,381**	**2,383**	**2,22,823**

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at 31 March 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	13,934	1,428	4,852	2,360	8,640
Other financial liabilities	16,798	16,629	169	-	16,798
Total	**2,06,228**	**1,68,306**	**30,416**	**3,730**	**2,02,452**

49 Business Combination

1. 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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026

(All amounts are in INR lakhs unless otherwise stated)

Particulars	Amount (In lakhs)
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.
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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026
(All amounts are in INR lakhs unless otherwise stated)

50. Events after reporting date

The Group has evaluated subsequent events from the balance sheet date through May 15, 2026, the date on which the consolidated financial statements were authorised for issue, and determined that there are no items to disclose except as disclosed in note 21.

51. Approval of consolidated financial statements

The consolidated financial statements were approved for issue by the Board of Directors on May 15, 2026.

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
CIN.: L35999TN1936PLC002202

S Sethuraman
Partner
Membership No.: 203491
Place: Chennai
Date: May 15, 2026

Harish Lakshman
Vice Chairman and Joint Managing Director
DIN:00012602
Place: Chennai
Date: May 15, 2026

Ganesh Lakshminarayan
Chairman and Managing Director
DIN:00012583
Place: Coonoor
Date: May 15, 2026

J Ananth
Chief Financial Officer
Place: Chennai
Date: May 15, 2026

Siva Chandrasekaran
Company Secretary
Membership No.: A7294
Place: Chennai
Date: May 15, 2026

Form AOC-I

(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

₹ In Lakhs
USD in Thousands
Euro in Thousands

1. Sl. No.	1	2	3		4	
2. Name of the subsidiary	Rane (Madras) Limited	Rane Steering Systems Private Limited	Rane Holdings America Inc.		Rane Holdings Europe GmbH	
3. Date of acquisition of subsidiary	18 May 2005	18 Sep 2024	25 Aug 2011		28 Sep 2016	
4. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	No	No	No		No	
5. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.			USD 1USD = ₹ 93.98		EURO 1EURO = ₹ 108.25	
			USD	INR	EURO	INR
6. Share capital	2,764	1,990	20	10	25	18
7. Reserves & surplus	72,292	15,012	75	80	54	68
8. Total assets	2,52,104	79,908	190	179	99	107
9. Total Liabilities	1,77,047	62,906	95	90	19	21
10. Investments	754	65	-	-	-	-
11. Turnover (including Other Income)	3,87,860	2,01,820	1,343	1,186	209	214
12. Profit / (Loss) before taxation	14,576	3,491	102	223	14	14
13. Provision for taxation	3,828	16	29	66	4	5
14. Profit / (Loss) after taxation	10,748	3,475	74	156	9	9
15. Proposed Dividend	₹16 per share	-	-	-	-	-
16. % of shareholding	63.80%	100.00%	100.00%		100.00%	

For and on behalf of the Board of Directors of
Rane Holdings Limited
CIN.: L35999TN1936PLC002202

Harish Lakshman
Vice Chairman and Joint Managing Director
DIN:00012602
Place: Chennai
Date: May 15, 2026

Ganesh Lakshminarayan
Chairman and Managing Director
DIN:00012583
Place: Coonoor
Date: May 15, 2026

J Ananth
Chief Financial Officer
Place: Chennai
Date: May 15, 2026

Siva Chandrasekaran
Company Secretary
Membership No.: A7294
Place: Chennai
Date: May 15, 2026

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*	ZF Lifetec Rane Automotive India Private Limited*
1. Latest audited balance sheet date	March 31, 2026	March 31, 2026
2. Date on which Joint Venture was associated / acquired	03-Jul-1987	01-Feb-2026
3. Share of joint venture / associate entities held by the company on the year end		
Number of shares	42,81,740	42,81,740
Amount of investment	1,686	599
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	16,649	5,057
7. Profit / (loss) for the year		
i. Considered in consolidation	3,008	(4,872)
ii. Not considered in consolidation	3,536	(5,071)

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

* During the year ended March 31, 2026, NCLT approved the Scheme of arrangement ("Scheme") 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 in ZRAI, into ZF Lifetec Rane Automotive India Private Limited ('ZLRAI'), on a going concern basis. Appointed Date and the effective date of the Scheme was February 1, 2026.

Pursuant to the Scheme of Demerger, ZLRAI has allotted to RHL 42,81,740 equity shares of face value Rs.10/- each fully paid up and accordingly RHL holds 49% of the equity share capital in ZLRAI. The value of investments is apportioned between ZRAI and ZLRAI based on the net assets transferred to the Demerged Undertaking as at the appointed date.

For and on behalf of the Board of Directors of
Rane Holdings Limited
CIN.: L35999TN1936PLC002202

Harish Lakshman
Vice Chairman and Joint Managing Director
DIN:00012602
Place: Chennai
Date: May 15, 2026

Ganesh Lakshminarayan
Chairman and Managing Director
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Place: Chennai
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Company Secretary
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Place: Chennai
Date: May 15, 2026

Rane Holdings Limited
CIN: L35999TN1936PLC002202
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Chennai-600086, India
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