



**Rane (Madras) Limited**

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

+91-44-2811 2472

www.ranegroup.com

CIN: L65993TN2004PLC052856

**//Online Submission//**

RML/SE/149/2025-26

February 18, 2026

<b>BSE Limited</b> Listing Centre Scrip Code: <b>532661</b>	<b>National Stock Exchange of India Limited</b> NEAPS Symbol: <b>RML</b>
---	--

Dear Sir / Madam,

**Sub: Notice of Postal Ballot (Remote e-voting) – Regulation 30 of SEBI LODR**

**Ref.: Our letter no. RML/SE/140/2025-26 dated February 04, 2026.**

This is further to the aforementioned communication regarding proposed Postal Ballot by the Company. In this regard, we enclose herewith copy of the notice of Postal Ballot dated February 04, 2026 being sent to members today (i.e., February 18, 2026) seeking their approval.

Pursuant to relaxations issued by MCA, the Postal Ballot notice is being sent to members through electronic means only. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for providing the remote e-voting facility to enable members to cast their votes electronically.

Details under Regulation 30 of SEBI LODR are as under:

Date of notice	February 04, 2026 (Wednesday)	
Cut-off Date	February 13, 2026 (Friday)	
E-Voting start date and time	February 19, 2026 (Thursday) at 09:00 hrs IST	
E-Voting end date and time	March 20, 2026 (Friday) at 17:00 hrs IST	
Last date of shareholder approval	March 20, 2026 (Friday) at 17:00 hrs IST	
<b>Items of business</b>	<b>Type of resolution</b>	<b>Manner of approval</b>
1. To approve payment of commission to Non-Executive Directors and Independent Directors	Special Resolution	Postal Ballot through remote e-voting facility

Kindly take this on record as compliance with the relevant regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR).

Thanking you,

Yours faithfully,

**For Rane (Madras) Limited**

S Subha Shree  
**Secretary**

Encl.: a/a

*Sb.*



# Rane (Madras) Limited

CIN: L65993TN2004PLC052856

Registered Office: "Maithri", 132, Cathedral Road, Chennai – 600 086

Phone: 044 – 28112472 / 73

E-mail: [investorservices@ranegroup.com](mailto:investorservices@ranegroup.com), website: [www.ranegroup.com](http://www.ranegroup.com)

## POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below)]

Dear Member(s),

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the 'Companies Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI LODR") and in terms of the circulars issued by the Ministry of Corporate Affairs ("MCA") vide its General Circular No. 03/2025 dated September 22, 2025 read with previous circulars in this regard (collectively referred to as "MCA Circulars") and other applicable provision in any law / regulations for the time being in force, to seek your consent for the resolution as set out hereunder and proposed to be passed through postal ballot ("Postal Ballot") by way of remote electronic voting ("e-voting").

The Company has engaged Central Depository Services (India) Limited (CDSL) for facilitating the remote e-voting system. The e-voting period commences on **Thursday, February 19, 2026 (09:00 hrs IST) and ends on Friday, March 20, 2026 (17:00 hrs IST)**. The cut-off date for the purpose of determining eligibility of members for e-voting has been fixed as **Friday, February 13, 2026**.

The resolution if passed with requisite majority shall be deemed to have been passed on **Friday, March 20, 2026**.

As permitted by the MCA Circulars, physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope are not being sent to the Members. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialised form as on **Friday, February 13, 2026, ("cut-off date")** and whose email addresses are registered with the Company / Depositories.

Members may note that the Notice of the Postal Ballot will also be available on the Company's website [www.ranegroup.com](http://www.ranegroup.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com). Members are requested to read carefully the instructions for remote e-voting given in the Notes forming part of this Notice.

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

Chennai  
February 04, 2026

S Subha Shree  
**Secretary**

**Registered Office:**  
"Maithri", 132, Cathedral Road  
Chennai – 600 086  
CIN: L65993TN2004PLC052856  
[www.ranegroup.com](http://www.ranegroup.com)

**SPECIAL BUSINESS:****Item No.1: To approve payment of commission to Non-Executive Directors and Independent Directors**

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

“Resolved that pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), the rules made thereunder read with Schedule V of the Act and Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘LODR’) (including any statutory modification(s), or amendment(s), or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, the consent of the Members, be and is hereby accorded for the payment and distribution of such sum as commission upto 1% per annum of the net profits of the Company in any financial year calculated in accordance with the provisions of Section 198 of the Act but not exceeding Rupees One Crore per annum in aggregate, to and amongst the Non-Executive Directors and Independent Directors of the Company, for a period of five (5) financial years from April 01, 2025.

Resolved further that approval be and is hereby accorded under Regulation 17(6)(ca) of SEBI LODR, in the event the annual remuneration payable to a single Non-Executive Director or Independent Director exceeds 50% of total annual remuneration payable to all the Non-Executive Directors and Independent Directors for financial year 2025-26.

Resolved further that the aforesaid remuneration shall be exclusive of any fees payable to the Directors under Section 197(5) of the Act and re-imburement of expenses for participation in Board and other meetings.

Resolved further that subject to the provisions of the Act and LODR, the Board of Directors be and is hereby authorised to determine the basis and the proportion in which the commission may be apportioned amongst the non-executive and independent directors and to do all such acts, deeds, matters and things connected therewith and incidental thereto, from time to time to give effect to this resolution.”

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

Chennai  
February 04, 2026

S Subha Shree  
**Secretary**

**Registered Office:**

“Maithri”, 132, Cathedral Road  
Chennai – 600 086  
CIN: L65993TN2004PLC052856  
[www.ranegroup.com](http://www.ranegroup.com)

**NOTES**

- In terms of Section 102 and other applicable provisions of the Companies Act, 2013 read together with rules and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning the special business to be transacted through Postal Ballot is annexed to and forms part of this Notice.
- As permitted by the MCA Circulars, physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope are not being sent to the Members. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialised form as on **Friday, February 13, 2026 (“cut-off date”)** and whose email addresses are registered with the Company / Depositories viz. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”). Members who have not registered their email ID may do so by sending the details of name of the registered shareholder(s), folio number, DP ID / Client ID and number of equity shares held, to the Registrar and Share Transfer Agent of the Company i.e., Integrated Registry Management Services Private Limited at : [einward@integratedindia.in](mailto:einward@integratedindia.in). Members who have registered their e-mail ids may ensure the same is operational so that communications would reach them.
- In the event of any grievance, shareholder may if not satisfied by the redressal by the company directly lodge a complaint on the SCORES Portal of SEBI or he/she/they can initiate dispute resolution through the Online

Dispute Resolution (“ODR”) Portal at <https://smartodr.in/login> introduced by SEBI vide its 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). The aforesaid SEBI Circular and the link for the ODR Portal is also available on the website of the company.

4. Each Member’s voting rights shall be in proportion to their share of the Paid-Up Equity Share Capital of the Company as on cut-off date, which will only be considered for voting.
5. Only a member holding Equity shares as on the Cut-off Date is entitled to exercise his / her / their vote through remote e-voting facility and a person who is not a member as on the aforesaid date should treat this Notice for information purposes only.
6. The E-voting module will be enabled and will remain open for the Members for exercising their voting. The e-voting starts on **Thursday, February 19, 2026 (09:00 hrs IST) and ends on Friday, March 20, 2026 (17:00 hrs IST) (both days inclusive)**. During this period members of the Company may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
7. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the Company’s website [www.ranegroup.com](http://www.ranegroup.com) to facilitate online inspection up to the last date for exercising the voting.
8. Mr. Balu Sridhar, Practicing Company Secretary (ICSI Membership no. FCS 5869) and Partner in M/s. A.K. Jain & Associates, Company Secretaries, has been appointed as the scrutinizer to scrutinize the postal ballot, in a fair and transparent manner.
9. The results of the postal ballot will be declared not later than 2 days of conclusion of remote e-voting i.e. on or before **Sunday, March 22, 2026 at 17:00 hrs (IST)**. The results shall be placed on the notice board at the registered office along with the report of the Scrutinizer will be uploaded on the website of the Company viz., [www.ranegroup.com](http://www.ranegroup.com) and on the website of CDSL [www.evotingindia.com](http://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.
10. The special resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for remote e-voting i.e. **Friday, March 20, 2026**. Further, a resolution passed by the Members through remote e-voting is deemed to have been passed effectively at a general meeting.
11. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the listing regulations, the details pertaining to the postal ballot shall be published in one English national daily newspaper circulating throughout India (in English language) and in one Tamil daily newspaper circulating in Chennai (in vernacular language, i.e. Tamil).

### **INSTRUCTION FOR REMOTE E-VOTING**

#### **A. The instructions to shareholders for remote e-voting are as under:**

- (i) The voting period begins on **Thursday, February 19, 2026 (09:00 hrs IST) and ends on Friday, March 20, 2026 (17:00 hrs IST) (both days inclusive)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, February 13, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

(iii) Currently, there are multiple e-voting Service Providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration of 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 the e-voting process.

**Step 1: Access through Depositories CDSL / NSDL e-voting system in case of**

**individual shareholders holding shares in demat mode.**

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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode in CDSL / NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; 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.</li> <li>3) If the user is not registered for Easi / Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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</li> </ol>

Type of shareholders	Login Method
	<p>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.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use “Forget User ID” and “Forget Password” option available at above mentioned 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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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

### B. Login method for e-Voting for Physical shareholders and shareholders other than individual shareholders holding in Demat form:

- (i) The shareholder should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on ‘Shareholders’ module.
- (iii) Enter your User ID:
  - a) For CDSL: 16 digits Beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Shareholders holding shares in physical form should enter Folio Number registered with the Company.
- (iv) Next, enter the Image Verification as displayed and click on ‘Login’.
- (v) If you are holding shares in demat and have already logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) 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

	For Physical shareholders and other than individual shareholders holding shares in Demat
	<p>(Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>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.</li> </ul>

- (vii) After entering these details appropriately, click on ‘SUBMIT’ tab
- (viii) 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.

- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Company on which you choose to vote.
- (xi) 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.
- (xii) Click on the 'RESOLUTION FILE LINK' if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution that 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.
- (xiv) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a printout of the votes cast by clicking on 'CLICK HERE TO PRINT' option on the Voting page.
- (xvi) 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.
- (xvii) There is also an optional provision to upload BR/POA if any, which will be made available to scrutinizer for verification.
- (xviii) **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](http://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](mailto: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 delinked in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution or 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 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 at the email address [evoting@akjainassociates.com](mailto:evoting@akjainassociates.com) and to the Company at the email address [investorservices@ranegroup.com](mailto:investorservices@ranegroup.com) (designated email address of the Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**C. Process for those shareholders whose email / mobile no. are not registered with the company / depositories:**

- (i) For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email ID.
- (ii) For Demat shareholders – Please update your email ID & mobile no. with your respective Depository Participant (DP).
- (iii) For Individual Demat shareholders – Please update your email ID & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding postal ballot & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed

to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

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

**S Subha Shree**  
**Secretary**

Chennai  
February 04, 2026  
**Registered Office:**  
"Maithri", 132, Cathedral Road  
Chennai - 600 086  
CIN: L65993TN2004PLC052856  
[www.ranegroup.com](http://www.ranegroup.com)

## STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 1: To approve payment of commission to Non-Executive Directors and Independent Directors

The Non-Executive Directors and Independent Directors on the Board are professionals with high level of expertise having rich experience in relevant domains and they play key role in leading the Company towards growth and profitability.

Their contributions and insights especially on matters of strategic importance, critical issues and besides guidance to the senior leadership in the management of the Company have played significant role in the growth journey of the Company.

In recognition of their valuable contributions, corporate governance practices and increased responsibilities envisaged under the current statutory / regulatory framework, it is considered appropriate that they be compensated adequately in addition to sitting fees.

The Board, after taking into consideration the recommendations of the Nomination and Remuneration Committee and the prevailing industry practice and policies(s) of the Company, approved the payment of commission to the Non-Executive Directors and Independent Directors, upto 1% of the net profits of the Company, for a period of five years commencing from April 01, 2025, subject to such sum not

exceeding Rupees One Crore per annum in aggregate as payment to all the Non-Executive Directors and Independent Directors.

This payment and distribution of commission shall be subject to availability of profits determined in accordance with the provisions of Section 198 of the Companies Act, 2013 and shall be within this overall limit(s) prescribed under the Companies Act, 2013 read with schedules thereto, rules thereunder, notified from time to time (collectively referred to as 'the Act') and is in accordance with the applicable provisions the Act SEBI LODR Regulations.

The commission payable will be determined and distributed amongst such director(s) in accordance with the directions given by the Board of Directors and shall be in addition to the fees payable to directors for attending the meetings of the Board or Committee thereof and reimbursement of expenses. Profile of each director detailing their academic and professional background / accomplishments are available on the website of the company [www.ranegroup.com](http://www.ranegroup.com)

Their qualification, skills, expertise and competencies commensurate to those identified by the Board and necessary details are presented below.

Name Qualification & Experience (years)	Area - Skill / Competence / Expertise	Current position	Past Remuneration / Shareholding
<b>Mr. Pradip Kumar Bishnoi</b> Qualification: > Graduate in petroleum engineering > MBA - IIM Ahmedabad Experience - 47 years	<ul style="list-style-type: none"> <li>• Industry and Technology</li> <li>• Business Development</li> <li>• Governance</li> <li>• Allied Disciplines</li> </ul>	<b>Independent Director</b> Member: <ul style="list-style-type: none"> <li>• Audit Committee,</li> <li>• Stakeholders Relationship Committee,</li> <li>• Nomination and Remuneration Committee</li> </ul>	FY 26: Rs.4,95,000/- FY 25: Rs.3,35,000/- Shareholding: NIL
<b>Mr. N Ramesh Rajan</b> Qualification: > B. Com – Madras University > FCA Experience - 44 years	<ul style="list-style-type: none"> <li>• Business Development</li> <li>• Governance</li> <li>• Allied Disciplines</li> </ul>	<b>Independent Director</b> Chairman: <ul style="list-style-type: none"> <li>• Audit Committee,</li> <li>• Nomination and Remuneration Committee</li> </ul> Member: <ul style="list-style-type: none"> <li>• Risk Management Committee</li> </ul>	FY 26: Rs.4,95,000/- FY 25: Rs.3,35,000/- Shareholding: NIL
<b>Ms. Vasudha Sundararaman</b> Qualification: > B.Sc (Zoology) from Stella Maris College, Chennai, > M.Sc (Zoology) from Madras University > Certified Associate of Indian Institute of Bankers Experience - 38 years	<ul style="list-style-type: none"> <li>• Governance</li> <li>• Allied Disciplines</li> </ul>	<b>Independent Director</b> Member: <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Corporate Social Responsibility Committee</li> </ul>	FY 26: Rs. 4,55,000/- FY 25: Rs.2,30,000/- Shareholding: NIL
<b>Mr. Vikram Taranath Hosangady</b> Qualification: > Member of the Institute of Chartered Accountants of India and Institute of Cost Accountants of India > B.Com Experience - 26 years	<ul style="list-style-type: none"> <li>• Business Development</li> <li>• Governance</li> <li>• Allied Disciplines</li> </ul>	<b>Independent Director</b>	FY 26: Rs. 2,40,000/- FY 25: Rs.1,60,000/- Shareholding: NIL
<b>Mr. L Ganesh</b> Qualification: > B.Com., > ACA > MBA from Pennsylvania State University, USA Experience - 49 years	<ul style="list-style-type: none"> <li>• Industry and Technology</li> <li>• Business Development</li> <li>• Governance</li> <li>• Allied Disciplines</li> </ul>	<b>Non-Executive Director &amp; Promoter</b> Chairman: <ul style="list-style-type: none"> <li>• Stakeholders Relationship Committee</li> </ul> Member: <ul style="list-style-type: none"> <li>• Audit Committee,</li> <li>• Nomination and Remuneration Committee,</li> <li>• Corporate Social Responsibility Committee and</li> <li>• Risk Management Committee</li> </ul>	FY 26: Rs.5,05,000/- FY 25: Rs.3,12,500/- Shareholding: 0.004%

None of the Directors or Key Managerial Personnel of the Company or their relatives, other than the Non-Executive Directors and Independent Directors and their relatives, are to deemed be concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company at its meeting held on February 04, 2026 has approved the proposal and has recommended the **special resolution** set out at item no.1 of this notice for approval of the members.

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

Chennai  
 February 04, 2026  
**Registered Office:**  
 "Maithri", 132, Cathedral Road  
 Chennai – 600 086  
 CIN: L65993TN2004PLC052856  
[www.ranegroup.com](http://www.ranegroup.com)

S Subha Shree  
**Secretary**