

**Disclosures under Regulation 29(2)
of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

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|--|---|--|--|
| Name of the Target Company (TC) | Rane (Madras) Limited | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | Rane Holdings Limited | | |
| Whether the acquirer belongs to Promoter/Promoter group | Yes, the acquirer is the Holding Company | | |
| Name(s) of the stock exchange(s) where the shares of the TC are listed | National Stock Exchange of India Limited BSE Limited | | |
| Details of the acquisition / disposal as follows | Number | % w.r.t. total share /voting capital wherever applicable | % w.r.t total diluted share/voting capital of TC |
| Before the acquisition under consideration, holding of: | | | |
| a) Shares carrying voting rights | 54,73,369 | 53.85% | NA |
| b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others) | - | - | |
| c) Voting rights (VR) otherwise than by shares | - | - | |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) | - | - | |
| e) Total (a+b+c+d) | 54,73,369 | 53.85% | |
| Details of the acquisition / sale | | | |
| a) Shares carrying voting rights acquired / sold | | | NA |
| (i) Acquired in Open Market | 96,399 | 0.95% | |
| (ii) Allotment pursuant to Scheme of amalgamation (Refer Note 1) | 3,46,504 | 3.30% | |
| b) VRs acquired / sold otherwise than by shares | - | - | |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold | - | - | |
| d) Shares encumbered / invoked/released by the acquirer | - | - | |
| e) Total (a+b+c+d) | 4,42,903 | 4.21% | |
| After the acquisition/sale, holding of: | | | |
| a) Shares carrying voting rights | 59,16,272 | 56.29% | NA |
| b) Shares encumbered with the acquirer | - | - | |
| c) VRs otherwise than by shares | - | - | |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition | - | - | |
| e) Total (a+b+c+d) | 59,16,272 | 56.29% | |
| Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc). | (a) Open Market - 96,399 Equity Shares (b) Allotment pursuant to scheme of amalgamation - 346,504 Equity shares (refer Note-1) | | |
| Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable | (a) From 28-January-2014 to 14-March-2014 - Market Purchase (b) March 21, 2014 - Allotment pursuant to scheme of amalgamation | | |
| Equity share capital / total voting capital of the TC before the said acquisition /sale | Rs.10,16,41,450 | | |
| Equity share capital/ total voting capital of the TC after the said acquisition / sale | Rs.10,51,06,490 | | |
| Total diluted share/voting capital of the TC after the said acquisition | NA | | |

Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.- Not Applicable since the Company has allotted shares on March 21, 2014 pursuant to the scheme of amalgamation as explained in Note 1

Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.- Not Applicable

Note:

1. One fully paid-up equity share of Rane (Madras) Limited (RML/ Transferee Company) for every Thirty fully paid-up equity shares of Rane Diecast Limited (RDL /Transferor Company) allotted pursuant to Scheme of amalgamation of RDL with RML as sanctioned by the Hon'ble High Court of Madras vide order dt. February 18, 2014.

For Rane Holdings Limited


C Siva
Secretary

Place: Chennai

Date: March 25, 2014

