

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Rane Holdings Limited**
 2. Quarter ending - **31-Mar-2019**

i. Composition Of Board Of Director

| Title (Mr./Ms) | Name of the Director | DIN | Category (Chairperson /Executive/Non-Executive/Independent/ Nominee) | Sub Category | Date of Appointment | Date of cessation | Tenure | No of Directorship in listed entities including this listed entity | No of memberships in Audit/ Stakeholder Committee(s) including this listed entity | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity |
|----------------|-----------------------------------|----------|----------------------------------------------------------------------|--------------|---------------------|-------------------|--------|--------------------------------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|
| Mr. | Lakshman Lakshminarayan | 00012554 | NED | | 31-Aug-2017 | | | 6 | 5 | 1 |
| Mr. | Ganesh Lakshminarayan | 00012583 | C,ED | MD | 01-Apr-2017 | | | 6 | 7 | 0 |
| Mr. | Harish Lakshman | 00012602 | NED | | 02-Aug-2018 | | | 5 | 3 | 2 |
| Mr. | Anjani Kumar Ramshankar Choudhari | 00234208 | ID | | 31-Aug-2017 | | 19 | 1 | 1 | 0 |
| Mrs. | Sheela Bhide | 01843547 | ID | | 02-Aug-2018 | | 8 | 3 | 6 | 1 |
| Mr. | Venkataramani Sumantran | 02153989 | ID | | 27-May-2016 | | 34 | 3 | 2 | 1 |
| Mr. | Rajeev Gupta | 00241501 | ID | | 31-Aug-2017 | | 19 | 7 | 5 | 0 |

| | |
|-----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Company Remarks | <p>1. For the purpose of determining the Membership in Audit Committee / Stakeholders' Relationship Committee, all Public Limited Companies, whether listed or not, have been considered, in terms of Regulation 26(1) of SEBI LODR.</p> <p>2. The number of membership in Audit and Stakeholders' Relationship Committee includes positions held as Chairperson.</p> <p>3. Tenure for independent directors represents completed tenure from the date of appointment</p> |
| Whether Permanent chairperson appointed | Yes |

ii. Composition of Committees

a. Audit Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|-----------------------------------|----------|------------------------|------------------|----------------|
| 1 | Ganesh Lakshminarayan | C,ED | Member | 01-Apr-2017 | - |
| 2 | Anjani Kumar Ramshankar Choudhari | ID | Chairperson | 31-Aug-2017 | - |
| 3 | Sheela Bhide | ID | Member | 07-Feb-2019 | - |

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|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Company Remarks | <p>1. Mr. Anjani Kumar Choudhari?ceased to be?a Chairperson of the Audit Committee w.e.f. February 07, 2019 and continues to be a member of the Committee.?</p> <p>2. Ms. Sheela Bhide was appointed as a member of Audit Committee w.e.f. February 07, 2019.?</p> <p>3. Mr. Venkatamani Sumantramn was appointed as a Chairperson of the Audit Committee w.e.f. February 07, 2019.</p> |
| Whether Permanent chairperson appointed | Yes |

b. Stakeholders Relationship Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|-----------------------|----------|------------------------|------------------|----------------|
| 1 | Harish Lakshman | NED | Chairperson | 02-Aug-2018 | - |
| 2 | Ganesh Lakshminarayan | C,ED | Member | 01-Apr-2017 | - |
| 3 | Sheela Bhide | ID | Member | 02-Aug-2018 | - |

| | |
|-----------------------------------------|--------------------------|
| Company Remarks | Same as previous quarter |
| Whether Permanent chairperson appointed | Yes |

c. Risk Management Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
|---------|----------------------|----------|------------------------|------------------|----------------|

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|-----------------------------------------|----------------------------------------------------------------------|
| Company Remarks | The Company is not required to constitute Risk Management Committee. |
| Whether Permanent chairperson appointed | |

d. Nomination and Remuneration Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|-----------------------------------|----------|------------------------|------------------|----------------|
| 1 | Venkataramani Sumantran | ID | Member | 27-May-2016 | - |
| 2 | Harish Lakshman | NED | Member | 02-Aug-2018 | - |
| 3 | Anjani Kumar Ramshankar Choudhari | ID | Chairperson | 31-Aug-2017 | - |

| | |
|-----------------------------------------|--------------------------|
| Company Remarks | Same as previous quarter |
| Whether Permanent chairperson appointed | Yes |

iii. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter |
|-----------------------------------------------------|-----------------------------------------------------|
| 29-Oct-2018 | 07-Feb-2019 |
| | 26-Mar-2019 |

| | |
|-------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|
| Company Remarks | 100 days represents the time gap between the board meetings held on October 29, 2018 and February 07, 2019. |
| Maximum gap between any two consecutive (in number of days) | 100 |

iv. Meeting of Committees

| Name of the Committee | Date(s) of meeting during of the committee in the previous quarter | Date(s) of meeting of the committee in the relevant quarter | Requirement of Quorum met (details) | Whether requirement of Quorum met (Yes/No) |
|-------------------------------------|--------------------------------------------------------------------|-------------------------------------------------------------|-------------------------------------|--------------------------------------------|
| Audit Committee | 29-Oct-2018 | 07-Feb-2019 | 3 | Yes |
| Stakeholders Relationship Committee | 29-Oct-2018 | 07-Feb-2019 | 3 | Yes |

| | |
|----------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|
| Company Remarks | 100 days represents the time gap between Audit Committee meeting and Stakeholders Relationship Committee between October 29, 2018 and February 07, 2019. |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 100 |

v. **Related Party Transactions**

| Subject | Compliance status (Yes/No/NA) | Remark |
|--------------------------------------------------------------------------------------------------------|------------------------------------------|---------------|
| Whether prior approval of audit committee obtained | Yes | |
| Whether shareholder approval obtained for material RPT | Not Applicable | |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes | |

VI. **Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

The report of previous quarter December 31, 2018 was placed before the board at their meeting held on February 07, 2019. The report for the quarter ended March 31, 2019 will be placed at the next board meeting.

Name : Siva Chandrasekaran
Designation : Company Secretary

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

| I. Disclosure on website in terms of Listing Regulations | | |
|------------------------------------------------------------------------------------------------------------------------------|--------------------------|-------------------|
| Item | Compliance status | Website |
| Details of business | Yes | www.ranegroup.com |
| Terms and conditions of appointment of independent directors | Yes | www.ranegroup.com |
| Composition of various committees of board of directors | Yes | www.ranegroup.com |
| Code of conduct of board of directors and senior management | Yes | www.ranegroup.com |
| Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | www.ranegroup.com |
| Criteria of making payments to non-executive directors | Yes | www.ranegroup.com |
| Policy on dealing with related party transactions | Yes | www.ranegroup.com |
| Policy for determining 'material' subsidiaries | Yes | www.ranegroup.com |
| Details of familiarization programs imparted to independent directors | Yes | www.ranegroup.com |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor | Yes | www.ranegroup.com |
| email address for grievance redressal and other relevant details | Yes | www.ranegroup.com |
| Financial results | Yes | www.ranegroup.com |
| Shareholding pattern | Yes | www.ranegroup.com |
| Details of agreements entered into with the media companies and/or their associates | Not Applicable | |
| New name and the old name of the listed entity | Not Applicable | |
| II Annual Affirmations | | |
| Particulars | Regulation Number | |
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | |
| Board composition | 17(1) | |
| Meeting of Board of directors | 17(2) | |
| Review of Compliance Reports | 17(3) | |
| Plans for orderly succession for appointments | 17(4) | |
| Code of Conduct | 17(5) | |
| Fees/compensation | 17(6) | |
| Minimum Information | 17(7) | |
| Compliance Certificate | 17(8) | |
| Risk Assessment & Management | 17(9) | |

| | |
|-------------------------------------------------------------------------------------------------------------------|-------------------------|
| Performance Evaluation of Independent Directors | 17(10) |
| Composition of Audit Committee | 18(1) |
| Meeting of Audit Committee | 18(2) |
| Composition of nomination & remuneration committee | 19(1) & (2) |
| Composition of Stakeholder Relationship Committee | 20(1) & (2) |
| Composition and role of risk management committee | 21(1),(2),(3),(4) |
| Vigil Mechanism | 22 |
| Policy for related party Transaction | 23(1),(5),(6),(7) & (8) |
| Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) |
| Approval for material related party transactions | 23(4) |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) |
| Maximum Directorship & Tenure | 25(1) & (2) |
| Meeting of independent directors | 25(3) & (4) |
| Familiarization of independent directors | 25(7) |
| Memberships in Committees | 26(1) |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) |
| Disclosure of Shareholding by Non- Executive Directors | 26(4) |
| Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) |

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Name : **Siva Chandrasekaran**
Designation : **Company Secretary**