

## ANNEXURE - A to the Report of the Board of Directors

# Policy on Appointment and Remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management Personnel (SMP)

The policy on criteria for appointment and remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management Personnel (SMP) are as follows:

### Criteria for Appointment

The appointment, re-appointment, determining qualifications, positive attributes and independence of a director are based on the following criteria:

- Academic accomplishments
- Professional experience
- Experience in other boards
- Industry relevance and experience
- Technical / functional domain expertise
- Diversity
- Global exposure
- Governance experience
- Professional network
- Association with professional forums / academic institutions
- Independence
- Innovation
- Cultural fit

The appointment of KMPs and SMPs are based on the following criteria:

- Possession of relevant educational qualifications and certifications
- Possession of the functional / domain competencies at appropriate level as assessed by the selection panel
- Evidence of required leadership competencies as per the leadership competency model, as assessed by the selection panel
- Clear background verification report
- Reference check inputs

### Criteria for Remuneration

The Company recognizes that compensation is a strategic lever in the achievement of vision and goals. The compensation philosophy is designed to attract, motivate, and retain talented employees who drive the company's success and it 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.

The Nomination and Remuneration Committee recommends policy on the remuneration of Directors, KMP and Senior Management. The approval of shareholders is obtained, wherever necessary.

#### • Non- Executive Directors

Non-Executive Directors are entitled to receive remuneration by way of fees for attending the meetings of the Board or Committee thereof, within the overall limits prescribed under the Companies Act, 2013 and rules thereunder.

A Non-Executive Chairman may receive commission within the overall limits prescribed under the Companies Act, 2013 and rules thereunder, if any, approved by the shareholders and the Board on such terms and conditions, taking into consideration the overall performance of the Company and the contributions of Chairman.

#### • Executive Directors (Managing Director / Whole Time Directors), Chief Executive Officers (CEOs) and Manager under Companies Act, 2013) Key Managerial Personnel (KMP) and Senior Management Personnel (SMP)

Executive Directors are entitled to receive remuneration as approved by the shareholders and the Board and subject to the overall limits prescribed under the Companies Act, 2013 or rules thereunder.

The remuneration structure of the executive directors, CEO or Manager, KMPs and SMPs are broadly divided into fixed and variable component, which ensures that relationship of remuneration and performance benchmark is clear, there exists a balance between fixed and incentive pay and the same reflects short and long-term performance objectives appropriate to the working of the company and its goals. The fixed compensation shall comprise of salary, allowances, perquisites, amenities and other components. The variable component of the remuneration is based on the performance of the individual in achieving superior operational results and to align employees with the organizational vision and growth strategies with a view to motivate them to achieve best results.

## ANNEXURE - B to the Report of the Board of Directors

# Secretarial Audit Report for the financial year ended 31st March 2016

### 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]

To the Members of

**RANE Holdings Limited** [CIN: L35999TN1936PLC002202],  
"MAITHRI", 132, Cathedral Road,  
Chennai - 600086

We have conducted a Secretarial Audit of the compliance of applicable statutory provisions and adherence to good corporate practices by **RANE HOLDINGS LIMITED** (hereinafter called "the Company") during the financial year from 1st April 2015 to 31st March 2016 ("the year"/ "audit period"/ "period under review"). We conducted the Secretarial Audit in a manner that provided us a reasonable basis for evaluating the Company's corporate conducts/statutory compliances and expressing our opinion thereon.

We are issuing this report based on:

- (i) Our verification of the books, papers, minute books and other records maintained by the Company and furnished to us, forms/ returns filed and compliance related action taken by the Company during the year as well as after 31st March 2016 but before the issue of this report;
- (ii) Compliance certificates confirming compliance with all laws applicable to the Company given by the key managerial personnel of the Company and taken on record by the Board of Directors; and
- (iii) The representations made and information provided by the Company, its officers, agents and authorised representatives during our conduct of the Secretarial Audit.

In our opinion, during the audit period covering the financial year ended on 31st March 2016, the Company has complied with the statutory provisions listed hereunder and also has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter. The members are requested to read this report along with our letter of even date annexed to this report as Annexure – A.

1. We report as regards compliance with specific statutory provisions that:
  - 1.1. We have examined the books, papers, minute books and other records maintained by the Company and made available for our verification, the forms, returns, reports, disclosures and information filed/ disseminated during the year according to the applicable provisions/ clauses of:
    - (i) The Companies Act, 2013 (the Act) and the rules made thereunder.

- (ii) Companies Act, 1956 and the rules made thereunder.
  - (iii) Securities Contracts (Regulation) Act, 1956 and the rules made thereunder.
  - (iv) The Depositories Act, 1996 and the regulations and bye-laws framed thereunder.
  - (v) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    - (a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (upto 14th May 2015);
    - (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (applicable from 15th May 2015);
    - (d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
    - (e) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client; and
    - (f) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (applicable from 1st December 2015);
  - (vi) The listing agreements entered into by the Company with the National Stock Exchange of India Limited and BSE Limited.
  - (vii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment (FEMA).
  - (viii) Secretarial Standards (SS-1) on "Meetings of the Board of Directors" and Secretarial Standards (SS-2) on "General Meetings" issued by The Institute of Company Secretaries of India (applicable from 1st July 2015).
- 1.2. During the period under review, and also considering the compliance related action taken by the Company after 31st March 2016 but before the issue of this report, the Company has, to the best of our knowledge and belief

and based on the records, information, explanations and representations furnished to us:

- (i) Complied with the applicable provisions/ clauses of the Acts, Rules, Regulations and Agreements mentioned under paragraph 1.1 (i) to (vii) above; and
  - (ii) Generally complied with the applicable Secretarial Standards mentioned under paragraph 1.1 (viii) above.
- 1.3. We are informed that, during/ in respect of the year:
- (i) The Company was not required to comply with the following laws/ guidelines/ regulations and consequently was not required to maintain any books, papers, minute books or other records or file any forms/ returns under:
    - (a) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of External Commercial Borrowings;
    - (b) Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
    - (c) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
    - (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
    - (e) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.
  - (ii) There was no other law that was specifically applicable to the Company, considering the nature of its business. Hence the requirement to report on compliance with specific laws under paragraphs 1.1 and 1.2 above did not arise.
2. We further report as regards Board processes that:
- 2.1 The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The Board also has a woman director. The change in composition of the Board of Directors that took place during the period under review was carried out in compliance with the provisions of the Act.
- 2.2 Adequate notice was given to all directors to schedule the Board Meetings. Notice of Board meetings were sent at least seven days in advance. Agenda and detailed notes on agenda were sent atleast seven days before the Board meetings with the exception of the following items, which were either circulated separately or at the meetings:
- (i) Supplementary agenda notes and annexures in respect of unpublished price sensitive information such as audited accounts/ results, unaudited financial results and connected papers; and
  - (ii) Additional subjects/ information and supplementary notes.
- Upto 30th June 2015 there was no statutory requirement to send the agenda and notes atleast seven days before the meeting. In respect of

meetings held after 1st July 2015, consent of the Board for circulating them separately or at the meeting was duly obtained as required under the Secretarial Standards.

- 2.3 A system exists for directors to seek and obtain further information and clarifications on the agenda items before the meetings and for their meaningful participation at the meetings.
- 2.4 We are informed that at Board meetings:
  - (i) Majority decisions are carried through; and
  - (ii) No dissenting views were expressed by any Board member on any of the subject matters discussed, that were required to be captured and recorded as part of the minutes.
- 3. We further report as regards the compliance mechanism in place that:
  - 3.1 There are adequate systems and processes in the Company commensurate with its size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- 4. We further report as regards specific events/ actions that:
  - 4.1 During the audit period there were no specific events/ actions having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines and standards other than the passing of the following special resolutions by the members at the 79th annual general meeting held on 12th August 2015:
    - (i) Under section 180(1)(a) of the Act, according consent to the Board of Directors (including any committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to takeover substantial assets of the Company in certain events in favour of banks / financial institutions and other lending agencies including the trustees for the holders of debentures / bonds / other instruments to secure the borrowings of the Company.
    - (ii) Under section 14 of the Act approving the replacement of the existing set of regulations in the Articles of Association with an entirely new set of regulations.

For **S Krishnamurthy & Co.,**  
*Company Secretaries,*

**K. Sriram,**  
**Partner.**

**Date:** 27th May 2016

**Place:** Chennai

Membership No: **F6312**

Certificate of Practice No: **2215**

## Annexure – A to Secretarial Audit Report of even date

To the Members of  
**RANE Holdings Limited** [CIN: L35999TN1936PLC002202],  
"MAITHRI", 132, Cathedral Road,  
Chennai - 600086

**Our Secretarial Audit Report (Form MR-3) of even date for the financial year ended 31st March 2016 is to be read along with this letter.**

1. The Company's management is responsible for maintenance of secretarial records and compliance with the provisions of corporate and other applicable laws, rules, regulations and standards. Our responsibility is to express an opinion on the secretarial records produced for our audit.
2. We have followed such audit practices and processes as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records.
3. While forming an opinion on compliance and issuing this report, we have also considered compliance related action taken by the Company after 31st March 2016 but before the issue of this report.
4. We have considered compliance related actions taken by the Company based on independent legal/ professional opinion obtained as being in compliance with law.
5. We have verified the secretarial records furnished to us on a test basis to see whether the correct facts are reflected therein. We also examined the compliance procedures followed by the Company on a test basis. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
6. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
7. We have obtained the Management's representation about compliance of laws, rules and regulations and happening of events, wherever required.
8. Our Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **S Krishnamurthy & Co.,**  
*Company Secretaries,*

**K. Sriram,**  
**Partner.**

**Date:** 27th May 2016  
**Place:** Chennai

Membership No: **F6312**  
Certificate of Practice No: **2215**

## ANNEXURE - C to the Report of the Board of Directors

## Annual Report on CSR activities (for financial year 2015 -16)

**1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

The company's CSR vision is 'to be a socially and environmentally responsible corporate citizen'.

**Overview of projects implemented during 2015 -16:**

In the year 2015 -16, the company has implemented several projects primarily focusing on Education followed by Community Development and Healthcare. In addition, the company also extended support towards alleviating the loss suffered by the community due to floods during the Chennai rains.

❖ **Education:**

The flagship project is the support extended to Rane Polytechnic, Trichy through the Rane Foundation. Established in the year 2011, the institution aims at offering quality technical education to the rural youth. The second batch of 121 students completed their diploma program in 2014 -15. Similarly in the year 2015 -16, 253 students completed their diploma program. The response from corporates in providing employment opportunities continues to be encouraging.

❖ **Community Development:**

As part of the community development initiatives the company continued to support the institutions Maithree and Worth Trust that attends to children coping with mental and physical challenges respectively. The support to Maithree has helped the institution in addressing the development needs of 19 children. Similarly, the contribution towards Worth Trust, an institution that focuses on mainstreaming the hearing and speech impaired people into the society paved ways for 10 beneficiaries in enhancing their scope for education, employability and thus leading to livelihood enhancement.

❖ **Healthcare:**

In the healthcare space, the company extended support to physically challenged people in and around Trichy through the Spastics Society, Trichy. The company partnered with Freedom Trust, a charitable trust that is specialized in conducting disability assessment camps and recommending mobility aids to the people in need. With the help of qualified Doctors and paramedical staff the disability assessment camp was conducted and mobility aids were distributed to 63 beneficiaries as part of this project.

❖ **Flood Relief:**

The company offered relief materials in the form of food and daily essentials to flood affected victims in association with Ramakrishna Mission.

Partnering with Freedom Trust, mobility aids were replenished to physically challenged persons who lost their appliances in the flood.

The company also extended support to Ganapathy Iyer Girls High Secondary School, Chennai to mitigate the infrastructure damages during the Chennai floods.

In addition, the company offered support to Satyananda Yoga Charitable Trust as part of flood relief.

The policy on CSR recommended by the CSR Committee was approved and adopted by the Board of Directors is available on the website of the Company (web link: <http://rane.co.in/pdf/policies/rhlcsr.pdf>)

**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 of RHL will be headed by the Board CSR Committee. The Board level CSR Committee grants auxiliary power to the Company level CSR Working Committee of the company to act on their behalf.

The members of the CSR committee:

Board CSR committee	Company CSR committee
L Lakshman Promoter, Managing Director & Executive Chairman	R Venkatanarayanan President – Corporate Services
L Ganesh Promoter, Joint Managing Director & Vice Chairman	J Ananth General Manager - Finance
Anjanikumar Choudhari Non-Executive & Independent Director	

**3. Average net profit of the company for last three financial years**

Particulars	₹ In Cr		
	2012-13	2013-14	2014-15
Net profit for the year (PAT)	25.95	21.73	25.92
Adjusted Net profit (as per section 198)	32.85	28.34	33.07
Average Net profit	31.42		

**4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above) : ₹ 0.63 Crores**

## 5. Details of CSR spent during the financial year.

(a) Total amount to be spent for the financial year; ₹ 62,84,000

(b) Amount unspent, if any; NIL

(c) Manner in which the amount spent during the financial year is detailed below.

S. No.	CSR Activity	Sector in which activity is covered	Project or programs location 1) Local area or other 2) District (State)	Budget (in INR)	Amount Spend - Subheads		Cumulative expenditure up to the reporting period (in INR)	Amount spent: Directly or through an implementing agency (in INR)
					Direct (in INR)	Overheads (in INR)		
1	Education - Institution Development	Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects.	1) Other 2) Trichy (Tamil Nadu)	50,00,000	50,00,000	-	50,00,000	Implementing Agency – Rane Foundation (Registered Trust) – 50,00,000
2	Community Development - Improving Quality of Life	Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.	1) Local 2) Chennai (Tamil Nadu), 1) Other 2) Vellore (Tamil Nadu)	4,00,000	4,00,000	-	54,00,000	Implementing Agency – Maithree (Registered Society) – 2,00,000 Implementing Agency – Worth Trust (Registered Trust) – 2,00,000
3	Health Care- Health Camps	Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water.	1) Other 2) Trichy (Tamil Nadu)	2,86,000	2,93,050	-	56,93,050	Implementing Agency – Freedom Trust (Registered Trust) – 2,93,000
4	Disaster Relief - Flood Relief measures	Medical aid, promoting health care, preventive health care, food supply, eradicating hunger, poverty, malnutrition, supply of clean water, sanitation, making available safe drinking water.	1) Local 2) Chennai (Tamil Nadu) 1) Local 2) Chennai (Tamil Nadu) 1) Local 2) Chennai (Tamil Nadu) 1) Local 2) Chennai (Tamil Nadu)	5,28,000	5,28,000	-	62,21,050	Implementing Agency – Ramakrishna Mission(Registered - Trust): 58,000 Implementing Agency – Freedom Trust(Registered - Trust): 1,00,000 Implementing Agency – The Gopalapuram Educational Society - Ganapathy Girls Higher Secondary School (Registered Society) – 2,70,000 Implementing Agency – Satyanandha Yoga Educational Charitable Trust (Registered - Trust): 1,00,000
5	CSR Capacity Building	-	1) Local 2) Chennai (Tamil Nadu)	70,000	-	70,000	62,91,050	Direct 70,000
<b>Total</b>				<b>62,84,000</b>	<b>62,91,050</b>		<b>62,91,050</b>	

**6. In case the company has failed to spend the two per cent, of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.**

Not Applicable

**7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.**

The implementation and monitoring of our CSR Policy of the Company is in compliance with the CSR objectives and policies. Through this report the Company seeks to communicate its commitment towards CSR to the Ministry

of Corporate affairs. The implementation and monitoring of our CSR policy is in compliance with the CSR objective and policies as laid down in this report. The Board of the Company and the CSR Committee is responsible for the integrity and the objectivity of all the information provided in the disclosure above. All the projects reported have been considered and undertaken with the best of our intentions to contribute to the greater good of the society. We have undertaken and implemented these projects with careful consideration and these projects are aligned with our vision as provided in our CSR Policy. In line with the requirements of the Companies Act, 2013, we have also instituted monitoring mechanisms to ensure the projects go on smoothly as planned.

Chennai  
May 27, 2016

**L Ganesh**  
Vice Chairman

**L Lakshman** (Chairman of CSR Committee)  
Executive Chairman

## ANNEXURE - D to the Report of the Board of Directors

## Particulars of Directors, Key Managerial Personnel and Employees for the year 2015-16

## A. 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 (KMP)

Name	Designation	% increase/ (decrease) of remuneration FY 2015-16	% increase/ (decrease) in Profit Before Tax (PBT) for FY 2015-16	Ratio of remuneration to median remuneration of employees
<b>Director and Key Managerial Personnel</b>				
Mr L Lakshman	Executive Chairman and Managing Director (MD)	22%	31%	34.73
Mr L Ganesh	Vice-Chairman and Joint Managing Director (JMD)	13%	31%	21.69
<b>Key Managerial Personnel</b>				
Mr. Siva Chandrasekaran	Executive Vice-President-Secretarial & Legal and Secretary	15%	31%	N.A
Mr. J Ananth	Chief Financial Officer (CFO)	3%	31%	N.A

N.A – Not Applicable

Note:

- (i) None of the other directors receive any remuneration from the Company except sitting fees for attending meeting of the Board / Committee(s) thereof.
2. Median remuneration of the employees of the Company for FY 2015-16 is ₹ 6 lakhs. Decrease in median remuneration during the year 2015-16 : 0.8%.
3. Number of permanent employees on the rolls of the Company as on March 31, 2016 was 85 and March 31, 2015 was 77.
4. Relationship between average increase/decrease in remuneration and company performance:  
During FY 2015-16, the total income grew by 27% and PBT grew by 31%. The average remuneration increased by 17%.
5. Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:  
The total remuneration of Key Managerial Personnel increased by 17% in 2015-16. The performance of the Company is furnished in 4 above.
6. Average percentile increase already made in salary of employees other than the managerial personnel in last financial year : 17%  
The percentile increase in managerial remuneration: 18%  
The increase in managerial remuneration is in line with the present industry standards.
7. Ratio of remuneration of the highest paid director to

that of employees who are not directors but receive remuneration in excess of highest paid director during the year: Not Applicable

8. Key parameters for any variable component of remuneration availed by the directors  
There are no key variable components in the remuneration paid to the non-executive directors except in the case of Executive Chairman and Managing Director who is entitled to receive commission as per the approval of shareholders and decided by the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee.
9. (i) Variation in market capitalisation and price earnings ratio:

	March 31, 2016	March 31, 2015	% change
Market capitalisation of the Company (based on closing prices quoted on BSE) (₹ In crores)	778.45	833.11	(6.56%)
Price earnings ratio	21.84	32.13	-
- (ii) Percent increase over/decrease in the market quotations of shares of the company as compared to the rate at which company came out with last public offer:  
Not applicable, as the shares of the company were not issued and allotted under any public offer.
10. It is hereby affirmed that the remuneration paid is in accordance with the remuneration policy.



**B. Details as per Rule 5 (2) & 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

i. Employed throughout the financial year with remuneration not less than ₹ 60 Lakhs per annum.

Name	Designation	Remuneration (In ₹)	Qualifications	Age (years)	Experience (years)	Date of Joining	Nature of employment (Permanent/ contractual)	Previous employment & designation	No. of shares held in Company*	Relationship with any director / manager
Mr L Lakshman	Executive Chairman	2,08,63,318	B.E., Executive MBA	69	46	1st April 2008	Permanent	Managing Director, Rane Brake Lining Ltd.	11,14,745	Relative of Mr. L Ganesh, Mr. Harish Lakhsman.
Mr L Ganesh	Vice Chairman	1,30,26,636	B.Com., ACA, MBA	62	38	1st August 2009	Permanent	Chairman & Managing Director – Rane Engine Valve Ltd.	12,09,533	Relative of Mr. L Lakshman.
Mr R Venkatanarayanan	President – Corporate Services	78,31,977	B.Sc., PG Dip. in Social Science, MHRM	54	31	17th March 2007	Permanent	General Manager – Human Resou rce, Rane Brake Lining Ltd	-	NIL

\*Includes joint holdings &amp; HUF

ii. Employed for part of the financial year with remuneration not less than ₹ 5 Lakhs per month : Nil

## 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 to 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".

Our belief in good corporate citizenship 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).

2. Board of Directors  
Composition, Attendance & Meetings

As of March 31, 2016, the Board of the Company consisted of four non-executive directors and two executive directors with majority being independent directors. The composition of

the independent directors is in conformity with the Uniform Listing Agreement entered into with stock exchanges. The directorships held by the Directors are within the limits prescribed under Section 165 of the Companies Act, 2013. In compliance with Regulation 25 of SEBI LODR, none of the Independent Directors serve as Independent Directors in more than seven (7) listed companies and where any Independent Director is serving as whole-time director in listed company such director is not serving as Independent Director in more than three (3) listed companies. None of the directors on the Board, is a member of more than 10 committees or chairperson of more than 5 committees across all listed companies in which he/she is a director in terms of Regulation 26 of SEBI LODR.

The board met five (5) times during the financial year on May 26, 2015, August 12, 2015, November 9, 2015, February 9, 2016, and March 28, 2016. The names and categories of the directors on the Board, their attendance at Board meetings and last Annual General Meeting held during the year and the number of directorships in other public companies and committee chairmanships / memberships held by them in all listed companies are given below:

Name of the Director / (DIN)	Category	No. of board meetings attended	Attendance at the last AGM August 12, 2015	Number of Directorship in other public limited companies #		Number of Committees @	
				C	M	C	M
Mr. L Lakshman (DIN 00012554)	Executive Chairman, Managing Director & Promoter	5	Yes	-	6	1	5
Mr. L Ganesh (DIN 00012583)	Executive Vice-Chairman, Joint Managing Director & Promoter	5	Yes	3	7	1	7
Mr. Harish Lakshman (DIN 00012602)	Non-Executive & Promoter	4	Yes	-	7	2	3
Mr. Shujaat Khan (DIN 00526891)	Non-Executive & Independent	3	Yes	-	2	-	-
Mr. Anjanikumar Choudhari (DIN 00234208)	Non-Executive & Independent	5	Yes	-	1	1	1
Mr. Anil Kumar Nehru ^ (DIN 00038849)	Non-Executive & Independent	5	Yes	-	4	2	5
Dr Sheela Bhide* (DIN 01843547)	Non-Executive & Independent	4	Yes	-	5	-	-
Dr. V Sumantran^^ (DIN 02153989)	Additional director - Non-Executive & Independent	NA	NA				

C : Chairman and M : Member

# Excludes Companies exempted under Section 165 of the Companies Act, 2013 and foreign companies.

@ Membership in Audit Committee and Stakeholders' Relationship Committee of all listed companies only is considered as per Regulation 26 of SEBI LODR

\* Dr. Sheela Bhide was appointed as independent director with effect from November 13, 2014 by shareholders at the Seventy Ninth Annual General Meeting (AGM) held on August 12, 2015. Her appointment also fulfils criteria of appointment of woman director under Regulation 17 of SEBI LODR.

^ Retired as per retirement policy of the company, on attaining age of 75 years, effective from conclusion of meeting of board of directors held on May 27, 2016.

^^ Appointed at the meeting of board of directors held on May 27, 2016.

Mr. L Lakshman is related to Mr. L Ganesh and Mr. Harish Lakshman.

The information as prescribed under PART A of Schedule II pursuant to Regulation 17(7) of SEBI LODR such as annual operating plans and budgets, quarterly results for the Company, minutes of meetings of audit committee and other committees of the board, risk management and mitigation measures etc. are discussed by the Board of Directors.

Annual calendar for the Board and its committee meetings is circulated in advance to the directors, to facilitate them in attending the meetings. The directors are provided with detailed agenda for the meetings along with necessary annexures to effectively participate in discussions. The Company has a post board meeting review mechanism to monitor and follow up the effective execution of the decisions, directions or suggestions of the board and its committees, by the management.

The disclosure regarding meeting of independent directors, Board and directors performance evaluation are discussed in detail in the report of the Board of Directors.

The familiarisation programme for the independent directors is disclosed on the website of the Company and is available at <http://rane.co.in/rhlinvestors.html>.

### 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 Companies Act, 2013 and Regulation 18 of SEBI LODR. The Committee met five (5) times during the year May 26, 2015, August 12, 2015, November 9, 2015, February 9, 2016 and March 28, 2016. The details of members and their attendance are as below:

Name of the Director	Category	No of Meetings Attended
Mr. Anjanikumar Choudhari	Chairman - Independent	5
Mr. Anil Kumar Nehru <sup>^</sup>	Member- Independent	5
Mr. L Ganesh	Member- Executive, Promoter	5
Mr Shujaat Khan <sup>^^</sup>	Member- Independent	NA

<sup>^</sup> Retired effective conclusion of meeting of board of directors held on May 27, 2016

<sup>^^</sup> Inducted as a member effective conclusion of meeting of board of directors held on May 27, 2016

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 auditors and the internal auditors were present as invitees in all the meetings. The Executive Chairman and

General Manager – Finance & CFO of the Company attended the meetings by invitation. Based on the requirement, other directors attended the meetings by invitation. All the recommendations of the audit committee during the year were considered, accepted and approved by the board.

#### Overall purpose and terms of reference

The purpose of the Audit Committee is to assist the Board of Directors (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 auditors 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 Companies Act, 2013. In line with these provisions the Company has framed an Audit Committee Charter, which is subject to review by the Audit Committee.

The roles of the Audit Committee inter-alia, includes, review of:-

- Quarterly / Annual financial statements with statutory auditors and management before submission to the Board.
- 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
- Internal audit function, internal audit reports relating to internal control weaknesses and functioning of whistle blower mechanism.
- Evaluation of internal financial controls and risk management systems
- Management discussion and analysis of financial condition, results of operation financial and risk management policies of the Company.
- 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.
- Valuation of undertakings or assets of the company, as and when required

As per the charter and the terms of reference, the Audit Committee, also:

- Recommends appointment of Auditors and their remuneration and approves the appointment of CFO
- Discusses the scope of audit and post-audit area of concern and qualifications, if any, with Statutory Auditors / Internal Auditors.

The audit committee reviews the quarterly unaudited / audited annual financial results of the Company. The unaudited results are subjected to limited review by the statutory auditors of the Company. The statutory auditors are eligible to issue limited review report as the audit firm has been subjected to peer review process of 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 auditors for audit and non-audit services.

In accordance with the provisions of Companies Act, 2013, rules made thereunder and provisions of listing agreement / SEBI LODR, the audit committee accords prior approval for all Related party transactions (RPTs), including any modifications thereto, as per the policy on Related Party Transactions. The audit committee annually grants omnibus approvals for transactions that are routine or repetitive in nature and which are proposed to be undertaken / entered in the ordinary course of business at arm's length basis. While according omnibus approvals, the Audit Committee takes into consideration the following factors viz., maximum value of the transactions, including value per transaction, extent and manner of disclosures made to the Audit Committee. On a quarterly basis the Audit Committee reviews related party transactions 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 SEBI LODR, including review of internal auditor observations, if any, and statutory compliance.

#### 4. Nomination and Remuneration Committee (NRC)

##### Composition, Attendance and Meetings

The Nomination and Remuneration Committee (NRC) is constituted by the Board in terms of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI LODR. The Committee met three (3) times during the year May 26, 2015, August 12, 2015 and February 9, 2016. The details of members and their attendance are as below:

Name of the Director	Category	No of Meetings Attended
Mr. Anjanikumar Choudhari	Chairman - Independent	3
Mr. Anil Kumar Nehru <sup>^</sup>	Member- Independent	3
Mr. Harish Lakshman	Member- Non- Executive & Promoter	2
Dr V Sumantran <sup>^^</sup>	Member- Independent	NA

<sup>^</sup> Retired effective conclusion of meeting of board of directors held on May 27, 2016

<sup>^^</sup> Inducted as a member effective conclusion of meeting of board of directors held on May 27, 2016

The NRC members considered inter alia, annual performance evaluation of directors and policy on leadership development and succession management and also policy on performance pay for senior management in accordance with the remuneration policy of the Company and its terms of reference.

##### Terms of Reference

- To formulate criteria for determining qualifications, positive attributes and independence of director for evaluation of performance of Independent Directors and the Board.
- To approve the remuneration policy of Directors, Key Managerial Personnel (KMP) and Senior Management Personnel (SMP).
- To devise policy on Board diversity.
- To provide guidance to the Board on matters relating to appointment of Directors, Independent Directors, KMP and SMP, i.e., the core management team one level below the Executive Directors.
- To evaluate performance, recommend and review remuneration of the Executive Directors based on their performance.
- To recommend to the Board, the extension/ continuation of term of appointment of Independent Directors based on report of performance evaluation.
- To consider and recommend professional indemnity and liability insurance for Directors, KMP and SMP.

NRC laid down the criteria for evaluation of performance of the board, its committees and directors. In order to align employees with the organizational vision and growth strategies and motivate them to achieve business results, the NRC considered a policy on performance pay laying down the applicability, standards, parameters, methodology and governing rules and approved the policy on leadership development and succession management that focuses on leadership development architecture, leadership assessment across various levels, development plans / programs, human resource systems and processes.

##### Remuneration Policy

The Policy on appointment and remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management Personnel (SMP) is available as 'Annexure B'.

**Details of Remuneration paid to Directors:**

Type of Meeting	Sitting Fees (₹) per meeting
Board	30,000
Audit Committee	10,000
Nomination & Remuneration Committee	10,000
Stakeholder's Relationship Committee	5,000
Corporate Social Responsibility Committee	5,000
Finance Committee	2,500
Executive Committee	-

The Company paid sitting fees to the non executive directors apart from reimbursement of actual travel and out-of-pocket expenses incurred by them for attending the meetings. The details of remuneration including sitting fees paid to the directors and their shareholding as at March 31, 2016 are as follows:

Name of the Director	Sitting Fees (₹)	Remuneration (₹)	Shares held@
Mr. L Lakshman*	NA	2,08,63,318	11,14,745
Mr. L Ganesh*	NA	1,30,26,636	12,09,533
Mr. Harish Lakshman	1,47,500	NA	1,24,882
Mr. Anjanikumar Choudhari	2,35,000	NA	-
Mr. Anil Kumar Nehru	2,40,000	NA	-
Mr. Shujaat Khan	90,000	NA	-
Ms. Sheela Bhide	1,20,000	NA	-

@ includes joint holdings & HUF

\* No sitting fee is paid to Mr. L Lakshman and Mr. L Ganesh.

Note:

- No other remuneration was paid to non-executive director except sitting fees.
- Remuneration paid to Mr. L Lakshman, Executive Chairman and Mr. L Ganesh, Vice-Chairman are based on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors at their meeting held on August 12, 2015. The detailed break-up is provided in extract of Annual Report (MGT-9) in this Annual Report.
- No shares were pledged by the directors. There is no stock option scheme prevailing in the Company.

**5. Stakeholders' Relationship Committee****Composition, attendance and meetings**

The Stakeholders' Relationship Committee looks into grievance of shareholders and redresses them expeditiously in accordance with Section 178 of the Companies Act, 2013 and the requirements under Regulation 20 of SEBI LODR. The Company Secretary is the compliance officer of the company.

The Committee met two (2) times during the year November 9, 2015 and February 9, 2016. The details of members and their attendance are stated below:

Name of the Director	Category	No. of meetings Attended
Mr. Harish Lakshman	Chairman - Non-Executive & Promoter	1
Mr. L Ganesh	Member- Executive & Promoter	2
Mr. Anil Kumar Nehru ^	Member- Independent	2
Dr. Sheela Bhide	Member- Independent	NA

^ Retired effective conclusion of meeting of board of directors held on May 27, 2016

^^ Inducted as a member effective conclusion of meeting of board of directors held on May 27, 2016

**Details of investor complaints for the year reviewed by the SRC are as under:**

	Nature of Complaint	Received during the year	Resolved	Pending at the end of the year
Regulatory Authorities (MCA / SEBI / Stock Exchanges)	Annual Report related	3	3	-
Through Registrar & Transfer Agent	-	-	-	-
Directly to Company	Annual Report related	1	1	-

No complaint was received under the SEBI Complaints Redressal System (SCORES). There was no investor complaints pending unresolved at the end of the financial year 2015 -16.

**6. Corporate Social Responsibility (CSR) Committee**

The CSR activities of the Company focus on four specific areas of (a) Education (b) Healthcare (c) Community Development (d) Environment. The CSR activities undertaken by the Company are in line with the CSR Policy and recommendations of the CSR Committee. The composition of the Committee is as follows:

Name of the Director	Category
Mr. L Lakshman	Chairman - Executive & Promoter
Mr. L Ganesh	Member- Executive & Promoter
Mr. Anjanikumar Choudhari	Member- Independent

The CSR Committee met once during the year on May 26, 2015 and all the Committee members attended the meeting. The Company Secretary acts as the Secretary to the Committee. The Committee approves the annual CSR report, recommends the annual CSR expenditure budget and CSR activities undertaken for the financial year to the Board, as per the CSR policy of the Company.

The terms of reference of the Committee are as follows:

1. Formulate and recommend CSR Policy, for approval of the Board
2. Approve projects that are in line with the CSR policy
3. Have monitoring mechanisms in place to track the progress of each project
4. Recommend the CSR expenditure to the Board of the company for approval
5. Review new proposals and existing projects' status

The report on CSR projects undertaken during the year 2015-16 as approved by the CSR committee in consultation with the Board is annexed to Directors' Report as **Annexure 'D'**.

## 7. Other Committees

### Share Transfer Committee:

To expedite the process of share transfers, the Board has delegated the power of share transfer, transmission, dematerialization / rematerialization, split/consolidation, issue of duplicate share certificates etc. to a committee comprising of Senior Officials designated from time to time. The Committee meets to approve share transfers and transmissions and reports the details of transfer / transmissions of securities approved by the Committee to the Board at each meeting of the Board.

No sitting fees is payable to the committee members for attending meeting(s) of this Committee.

### Finance Committee

The Finance Committee has been constituted to exercise the borrowing powers delegated by the Board, to approve the financial facilities in connection with the capital expenditures and working capital expenditures of the Company, as per the Annual Operating Plans approved by the Board. The Committee met once during the year, on June 19, 2015. Leave of absence was granted to Mr. L Lakshman for this meeting.

The Committee comprises of the following members:

Name of the Director	Category
Mr. L Ganesh	Chairman - Executive & Promoter
Mr. L Lakshman	Member - Executive & Promoter
Mr. Harish Lakshman	Member - Non- Executive & Promoter

### Executive Committee

The Executive Committee has been constituted to carry out activities in connection with change in operation of bank accounts and authorization of officials under various legislations and other administrative matters between two consecutive meetings of the Board. The Committee met once during the year, on June 19, 2015. Leave of absence was granted to Mr. L Lakshman for this meeting.

The Committee comprises of the following members:

Name of the Director	Category
Mr. L Ganesh	Chairman - Executive & Promoter
Mr. L Lakshman	Member - Executive & Promoter
Mr. Harish Lakshman	Member - Non- Executive & Promoter

No sitting fees is payable to the committee members for attending meeting(s) of this Committee.

## 8. Code of conduct

The board of directors has laid down a code of conduct i.e. "Ethical Standards of Behaviour – RANE COMPASS" for all board members and employees of the Company in furtherance of its emphasis towards good corporate governance practices. The same has been posted on the website of the Company and is available at, <http://rane.co.in/pdf/policies/coc.pdf>. The board members and senior management personnel have affirmed their compliance with the code of conduct. Declaration from the Executive Chairman & Managing Director of the Company to this effect forms part of this report.

### Prevention of Insider Trading

The Board of Directors have formulated "Rane Code to regulate, monitor and report trading by insiders and practices and procedures for fair disclosure of unpublished price sensitive information" in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015 to prevent misuse of any unpublished price sensitive information and prohibit insider trading activity. The code of fair disclosure practices and procedures for unpublished price sensitive information is available at the website of the Company viz., <http://www.rane.co.in/pdf/policies/rhlcfd.pdf>

## 9. General Body Meetings

Details of previous three Annual General Meetings of the Company are as under:

Date of AGM	Special Resolutions Passed	Time	Venue
August 12, 2015 (Wednesday) (Seventy Ninth AGM)	1. Mortgage / create charge on assets under section 180(1)(a) of the Companies Act, 2013. 2. Adoption of new set of Articles of Association of the Company.	10.30 a.m.	The Music Academy (Mini Hall), New No. 168, TTK Road, Royapettah, Chennai 600 014.
August 12, 2014 (Tuesday) (Seventy Eighth AGM)	1. Re-appointment of Mr. L Lakshman as Managing Director in designation of 'Executive Chairman'. 2. Re-appointment of Mr. L Ganesh as Joint Managing Director in designation of 'Vice-Chairman'. 3. Approve Borrowing powers of the Board u/s 180(1)(c) of the Companies Act, 2013.	10.15 a.m.	
August 12, 2013 (Monday) (Seventy Seventh AGM)	No special resolution was passed	10.15 a.m.	

## 10. Disclosures

- 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., which were in conflict with the interests of the Company. The details of the related party transactions as per AS 18 as stated in note 30 of the standalone financial statements have been reviewed/ approved by the Audit Committee. The policy on Related party Transaction is available on the website of the Company viz., <http://www.rane.co.in/pdf/policies/rhlrpt.pdf>
- There was no instance of non-compliance by the Company on any matters relating to the capital markets; nor was there any penalty / strictures imposed by the stock exchanges or SEBI or any other statutory authority on such matters during the last three years.
- There was no pecuniary relationship or transaction of non-executive directors vis-à-vis the Company which has potential conflict with the interests of the Company at large.
- The Company has in place a mechanism to inform the board members about the risk assessment and mitigation plans and the periodical reviews to ensure that the critical risks are controlled by the executive management.

- The Company has complied with all the mandatory requirements prescribed under Chapter IV of the SEBI LODR. The Company has complied with the following non-mandatory requirements:-

- adopting best practices to ensure a regime of unqualified financial statements
  - individual communication of half-yearly results to shareholders
  - Internal Auditor directly reporting to the Audit Committee
- In order to comply with all laws governing the operations and conduct of affairs of the Company in accordance with the highest ethical and legal standards, the Company has adopted a Statutory Compliance Kit (STACK). STACK is a structured process providing comprehensive reference framework to facilitate education to dealing personnel, execution, escalation and regular reviews to strengthen compliance management. The STACK is electronically integrated through an online platform (e-STACK) to improve the compliance management system and its efficiency. The master lists of statutory requirements are effectively complied through practice of Daily Routine Management (DRM) and Vital Activity Monitoring (VAM) charts. Reports relating to the compliance with various laws applicable to the Company are regularly reviewed and the vital issues are presented to the Audit Committee and the Board.
  - The Company has framed a policy for determining "material subsidiary" and the same is available on the Company's website. (Link <http://rane.co.in/pdf/policies/rhlmsp.pdf>.)
  - The Independent Directors have confirmed that they meet the criteria of 'Independence' as stipulated under Sec 149 of the Companies Act, 2013 and Regulation 16 of the SEBI LODR.
  - The CEO and CFO of the Company have certified to the Board on the integrity of the financial 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 Companies Act, 2013.
  - The Company has complied with all mandatory requirements specified in Regulation 17 to 27 and Regulation 46(2)(b) to (i) of SEBI LODR.

## 11. 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 are violative (actual or potential) of the code of the Company by any employee or others dealing with the Company. It also addresses the protection of 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 has been appropriately communicated across all locations of the Company. The Whistle Blower policy has also been posted in the Company's website URL: <http://rane.co.in/pdf/policies/rhlwbpolicy.pdf>

No person has been denied access to the ombudsperson / audit committee.

## 12. Means of Communication

The consolidated quarterly / annual financial results were published in "Business Standard" (English) and "Dinamani"

(Tamil). The financial results and the shareholding pattern were uploaded in the website of the stock exchanges and the Company viz. <http://www.rane.co.in>. During the year, presentations were made to analysts/institutional investors and was published on the website of the Company.

During last year, the shareholders of the Company whose e-mail addresses were registered with the Company / Depository Participants (DPs) were provided with a link to the annual report of the Company via e-mail and those who opted to receive the documents in physical mode were provided with a physical copy.

## 13. General Shareholder Information

### i) Information about director seeking appointment / re-appointment in this Annual General Meeting (AGM) in compliance with Regulation 26(4) & 36(3) of SEBI LODR

Name of the Director	Mr. Harish Lakshman	Dr. V Sumantran
Father's Name	Mr. L Lakshman	Mr. Venkataramani
Director Identification Number (DIN)	00012602	02153989
Date of Birth	12.02.1974	27.09.1958
Educational Qualifications	B.E. - BITS Pilani, MSM - Purdue University, USA	MS and Ph.D. degrees in Aerospace Engineering 'Princeton University & Virginia Tech' and a Master's degree in Management of Technology. He is a Fellow of SAE International and a Fellow of the Indian National Academy of Engineers.
Experience / Expertise	Mr. Harish Lakshman has over 21 years of industrial experience and has held various positions in the areas of Marketing, Operations and Business Development Overseas. He currently spearheads the future growth plan for the Rane group.	Dr. Sumantran has over 30 years of experience and is currently the Chairman of Celeris Technologies and an advisor to several leading Fortune-100 organizations in autos, industrial equipment, defence and aerospace. He was Executive Vice-Chairman of Hinduja Automotive, UK, the auto and manufacturing sector holding company of the Hinduja Group as well as Vice Chairman of Ashok Leyland. He also served on the Science Advisory Council of the Prime Minister of India and Scientific Advisory Committee to the Cabinet of the Indian Government. He was a member of the National Manufacturing Competitiveness Council and served as Chairman, National Defence Council of the Confederation of Indian Industry until 2013.
Date of appointment	19.05.2004	27.05.2016
Relationship with other directors	Son of Mr. L Lakshman, Executive Chairman of the Company	Nil
Directorships in listed entities	<b>Vice-Chairman</b> Rane Engine Valve Ltd.  <b>Director</b> 1. Rane Holdings Ltd. 2. Rane Brake Lining Ltd. 3. Rane (Madras) Limited	<b>Director</b> Ucal Fuel Systems Limited  <b>Additional Director</b> Rane Holdings Ltd.



<b>Name of the Director</b>	<b>Mr. Harish Lakshman</b>	<b>Dr. V Sumantran</b>
<b>Committee Memberships in listed entities</b>	<b>Chairman – Stakeholders’ Relationship Committee</b> 1. Rane Holdings Ltd. 2. Rane Brake Lining Ltd.  <b>Member – Stakeholders’ Relationship Committee</b> Rane (Madras) Ltd.  <b>Member - Nomination and Remuneration Committee</b> Rane Holdings Ltd.	<b>Member - Nomination and Remuneration Committee</b> Rane Holdings Ltd.
<b>Number of shares held (includes joint holding)</b>	1,24,882*	Nil

\*Includes joint shareholding

- ii) **Annual General Meeting** **August 11, 2016 at 10.15 a.m.**  
 The Music Academy (Mini Hall)  
 New No.168, TTK Road,  
 Royapettah, Chennai 600 014

iii) **Financial Year** **1st April - 31st March**

**Financial Calendar:**

<b>Board meeting for approval of</b>	<b>Tentative Date</b>
Annual Accounts for the year ended March 31, 2016	May 27, 2016
Un-audited results for the 1st quarter ending June 30, 2016	August 11, 2016
Un-audited results for the half year ending September 30, 2016	By the second week of November 2016
Un-audited results for the nine months ending December 31, 2016	By the second week of February 2017
Annual Audited for the year ending March 31, 2017	By last week of May 2017

iv) **Dividend:**

**Interim Dividend**

During the year 2015 -16, the board of directors declared an interim dividend of 100% (i.e., ₹ 10/- per share) on the equity share capital on March 10, 2016. The interim dividend was paid on March 23, 2016 to all the eligible shareholders whose name appeared in the Registered of members of the Company as on March 18, 2016 (being the Record Date) fixed for this purpose.

The Board of Directors did not recommend any final dividend for the year 2015 -16.

v) **Listing on Stock Exchanges:**

<b>Stock Exchange</b>	<b>Stock Code</b>
<b>National Stock Exchange of India Ltd. (NSE)</b>	
Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E) Mumbai 400 051	RANEHOLDIN
<b>BSE Ltd. (BSE)</b>	
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	505800

**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 2016 – 17 to NSE & BSE where the shares of the Company continue to be listed.

vi) **Unpaid / Unclaimed Dividends:**

Pursuant to the provisions of Section 124 of the Companies Act, 2013, dividend for the financial year ended March 31, 2009, which remain unclaimed for a period of seven years, are required be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government within the respective due dates. The Company had transferred to IEPF, an amount of ₹ 2,70,252/- pertaining to the dividend for the financial year ended March 31, 2009.

The Company has sent reminder letters to each of the shareholder whose dividend is remaining unclaimed as per the records available with the Company. Members who have not encashed the dividend warrants are requested to make their claim to the Company. Information in respect of unclaimed dividends and the due dates for transfer to the IEPF are given below:

Year	Date of declaration	Dividend per share # (₹)	Amount outstanding in Unclaimed Dividend Account (as on 31.03.2016) (₹)	Last Date for claiming Unpaid Dividend	Due date for transfer to IEPF
31.03.2010*	29.01.2010	6.00	4,25,682.00	06.03.2017	05.04.2017
31.03.2010	29.07.2010	2.00	1,36,810.00	03.09.2017	03.10.2017
31.03.2011*	03.02.2011	7.50	5,00,302.50	11.03.2018	10.04.2018
31.03.2011	05.08.2011	5.00	3,60,830.00	10.09.2018	10.10.2018
31.03.2012*	06.02.2012	6.00	4,84,848.00	13.03.2019	12.04.2019
31.03.2012	10.08.2012	4.00	2,89,492.00	15.09.2019	15.10.2019
31.03.2013*	06.02.2013	3.50	2,97,125.50	14.03.2020	13.04.2020
31.03.2013	12.08.2013	4.50	3,69,036.00	17.09.2020	17.10.2020
31.03.2014	12.08.2014	6.50	5,65,103.50	17.09.2021	17.10.2021
31.03.2015	12.08.2015	7.50	7,05,847.50	17.09.2022	17.10.2022

# -Share of paid-up value of ₹ 10/- per share.

\* - Interim Dividend

During the year, the Company had filed with Registrar of Companies, the details of all unpaid and unclaimed amounts as on August 12, 2015 in accordance with the Investor Education and Protection Fund (uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012. The above details were also uploaded in the website of the Company viz. [www.rane.co.in](http://www.rane.co.in).

In respect of interim dividend declared by the board of directors on March 10, 2016, dividends remaining unpaid / unclaimed has been transferred to an unclaimed dividend account on April 15, 2016. The last date for claiming such amount, in terms of Section 124 of the Companies Act, 2013, shall be April 15, 2023.

#### vii Unclaimed share certificates:

Under clause 5A (II) of the listing agreement / Regulation 39 of SEBI LODR, the Company has previously sent three reminders to the shareholders for getting their confirmation on unclaimed shares.

Details of Unclaimed Shares Suspense account	Number of shareholders	Number of shares outstanding
Aggregate at the beginning of the year	597	80,011
Requests for transfer during the year	13	4,640
Transfers during the year	13	4,640
Balance at the end of the year	584	75,371

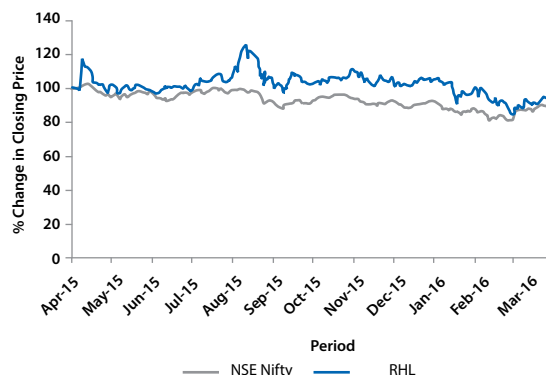
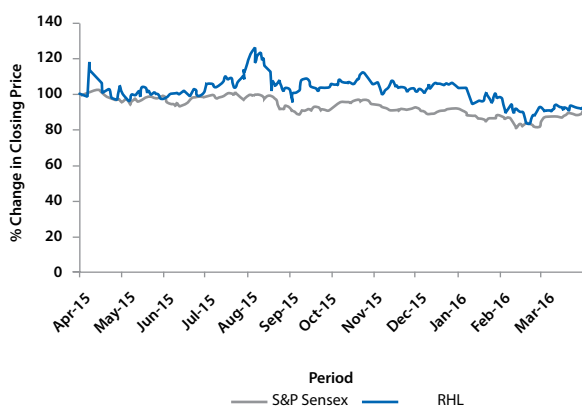
The voting rights of these shareholders remains frozen till the rightful owner of such shares claims the same.

## viii Share price data

The share price data (based on closing price) as quoted on the National Stock Exchange of India Ltd. and BSE Ltd. along with the movement in the respective stock index during the last financial year viz., April 1, 2015 – March 31, 2016 is given below :

Month	BSE Share Prices (₹)		BSE Sensex		NSE Share Prices (₹)		NSE Nifty	
	High	Low	High	Low	High	Low	High	Low
April 2015	697.00	570.75	29,044.44	27,011.31	696.20	573.90	8,834.00	8,181.50
May 2015	612.00	563.50	27,957.5	26,599.11	604.45	572.25	8,458.95	8,057.30
June 2015	608.75	575.00	27,895.97	26,370.98	601.55	565.35	8,433.40	7,965.35
July 2015	650.50	585.00	28,504.93	27,459.23	642.50	586.95	8,633.50	8,328.55
August 2015	741.25	602.50	28,298.13	25,714.66	742.45	600.05	8,588.65	7,791.85
September 2015	641.00	565.75	26,218.91	24,893.81	648.10	570.25	7,981.90	7,558.80
October 2015	663.00	607.00	27,470.81	26,220.95	654.75	601.55	8,295.45	7,950.90
November 2015	647.25	585.50	26,590.59	25,482.52	648.00	595.40	8,060.70	7,731.80
December 2015	630.00	592.25	26,169.41	25,036.05	625.20	594.55	7,954.90	7,610.45
January 2016	624.50	552.75	26,160.9	23,962.21	624.80	534.75	7,963.20	7,276.80
February 2016	596.50	495.00	24,824.83	22,951.83	595.80	498.40	7,555.95	6,970.60
March 2016	552.20	488.00	25,341.86	23,779.35	561.60	499.70	7,735.20	7,222.30

(Source: BSE: [www.bseindia.com](http://www.bseindia.com) ; NSE: [www.nseindia.com](http://www.nseindia.com))



## ix Registrar and Transfer Agent (RTA)

The contact details of the RTA are as follows:-

**Integrated Enterprises (India) Ltd.,**  
 II Floor, 'Kences Towers',  
 No.1, Ramakrishna Street, North Usman Road,  
 T. Nagar, Chennai – 600 017.  
 Phone: 28140801 – 03, Fax: 28142479, 28143378.  
 e-mail: [corpserv@integratedindia.in](mailto:corpserv@integratedindia.in)  
 Name of the contact person: Mr. Suresh Babu K.  
 Senior Vice-President

## x Share transfer system &amp; 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 de-mat / re-mat requests in coordination with the RTA. Share transfers are approved within fifteen days from date of receipt of valid request. Transmission requests are also processed within time stipulated under SEBI LODR. On a half-yearly basis the compliance with the share transfer / transmission formalities is audited by a Practising Company Secretary (PCS) in terms of clause 47(c) of the Listing Agreement / Regulation 40(10) of SEBI (LODR) with the stock exchanges and a certificate to this effect is filed with the stock exchanges.

A reconciliation of share capital audit in terms of regulation 55A of SEBI (Depositories and Participants) Regulations, 1996 is taken up on a quarterly basis and the report of the

Practicing Company Secretary is filed with the stock exchanges certifying that the total listed capital of the Company is in agreement with the total number of shares in physical and dematerialized form and that there is no difference between the issued and the listed capital of the Company.

**xi) Distribution of shareholding as on March 31, 2016**

No. of Shares Held	Shareholders		Shares	
	Number	% to Total	Number	% to Total
Upto 500	7,550	88.34	6,89,147	4.83
501 - 1,000	399	4.66	3,00,641	2.11
1,000 - 2,000	241	2.82	3,49,306	2.45
2,001 - 3,000	117	1.37	297,634	2.08
3,001 - 4,000	33	0.40	1,13,789	0.80
4,001 - 5,000	27	0.32	1,23,343	0.86
5,001 - 10,000	67	0.78	4,96,059	3.47
10,000 & Above	112	1.31	1,19,07,890	83.40
<b>Total</b>	<b>8,546</b>	<b>100.00</b>	<b>1,42,77,809</b>	<b>100.00</b>

**xii) Shares**

**Dematerialisation of shares and liquidity**

The Company has entered into the necessary agreements with National Securities Depository Limited and Central Depository Services (India) Limited for dematerialisation of the shares held by investors. As of March 31, 2016, about 97.96% of the shareholdings have been dematerialised.

Comparative chart of physical and demat holdings for the current and previous financial year is given below:

Particulars	Number of shares		% to total capital	
	As on March 31, 2016	As on March 31, 2015	As on March 31, 2016	As on March 31, 2015
Physical	2,90,624	3,63,341	2.04	2.55
Demat	1,39,87,185	1,39,14,468	97.96	97.45
<b>Total</b>	<b>1,42,77,809</b>	<b>1,42,77,809</b>	<b>100.00</b>	<b>100.00</b>

The promoter and promoter group hold their entire shareholding only in dematerialised form.

Reconciliation of share capital audited by practicing company secretary is furnished every quarter to the stock exchanges, where the shares of the Company are listed.

Demat ISIN Number: **INE384A01010**

The Company has not issued any equity share with differential voting rights nor granted stock options nor sweat equity.

**xv) Address for communication**

The Compliance Officer  
Rane Holdings Limited  
Rane Corporate Centre  
"Maithri" 132, Cathedral Road  
Chennai 600 086.  
Phone : 28112472 Fax : 28112449  
E-mail: investorservices@rane.co.in

**OR**

Mr. Suresh Babu K.  
Senior Vice-President  
Integrated Enterprises (India) Ltd.,  
II Floor, 'Kences Towers'  
No.1, Ramakrishna Street  
North Usman Road  
T. Nagar, Chennai 600 017  
Phone:28140801-03 Fax:28142479  
E-mail: corpser@integratedindia.in

## Declaration by Chief Executive Officer on Code of Conduct

Pursuant to Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To

The Members  
Rane Holdings Limited

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, 2016.

Chennai  
May 27, 2016

**L Lakshman**  
Executive Chairman & Managing Director

## Auditor's Certificate on Corporate Governance

To

The Members

**Rane Holdings Limited**

1. We have examined the compliance of conditions of Corporate Governance by RANE HOLDINGSLIMITED ("the Company"), for the year ended on March 31, 2016, as stipulated in:
  - Clause 49 (excluding clause 49(VII)(E)) of the Listing Agreements of the Company with stock exchange(s) for the period from April 01, 2015 to November 30, 2015.
  - Clause 49(VII)(E) of the Listing Agreements of the Company with the stock exchange(s) for the period from April 01, 2015 to September 01, 2015.
  - Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) for the period from September 02, 2015 to March 31, 2016 and
  - Regulations 17 to 27 (excluding regulation 23(4)) and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations for the period from December 01, 2015 to March 31, 2016.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India.
4. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement and regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations for the respective periods of applicability as specified under paragraph 1 above, during the year ended March 31, 2016.
5. 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.

**For Deloitte Haskins & Sells**

Chartered Accountants  
(Firm's Registration No. 008072S)

**Geetha Suryanarayanan**

Partner  
(Membership No. 29519)

Place: Chennai

Date: May 27, 2016

## ANNEXURE - F to the Report of the Board of Directors

## Extract of Annual Return as on the financial year ended on March 31, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

## I. REGISTRATION AND OTHER DETAILS:

(i) CIN	: L35999TN1936PLC002202
(ii) Registration Date	: March 03, 1936
(iii) Name of the Company	: <b>Rane Holdings Limited</b>
(iv) Category / Sub-Category of the Company	: Public Company – Limited by Shares Indian Non-Government Company
(v) Address of the Registered office and contact details	: 'Maithri' No.132, Cathedral Road, Chennai – 600 086 Phone: 044 – 2811 2472; Fax: 044 – 2811 2449
(vi) Whether listed company	: Yes
(vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	: Integrated Enterprises (India) Limited II Floor, 'Kences Towers', No.1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai – 600 017. E-mail: corpserv@integratedindia.in Phone: 044 2814 0801; Fax: 044 2814 2479

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

S.No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Dividend income	642-6420-64200	32.60
2	Trademark fees	774-7740-77400	30.00
3	Information technology support service	620-6202-62020	15.63
4	Management consultancy service	702-7020-70200	12.17

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

S. No	Name of the company	Address of the company	CIN/GLN	% of shares held	Applicable Section
<b>Subsidiary Companies</b>					
1.	Rane (Madras) Ltd.	'Maithri' No.132, Cathedral Road, Chennai – 600086	L65993TN2004PLC052856	56.31%	2(87)
2.	Rane Engine Valve Ltd.	Tamil Nadu	L74999TN1972PLC006127	51.07%	
3.	Rane Brake Lining Ltd.	160 Greentree Drive, Suite 101, Dover City, County of Kent, 19904.	Not Applicable	100.00%	
4.	Rane Holdings America Inc.				
<b>Step Down Subsidiary Companies</b>					
5.	Rane (Madras) International Holdings B.V.	Hoogoorddreef 15,1101 BA Amsterdam, The Netherlands	Not applicable	100.00%	2(87)
6.	Rane Precision Die Casting Inc.	232 Hopkinsville Road Russellville KY 42276-1280 United States of America	Not applicable	100.00%	2(87)

S. No	Name of the company	Address of the company	CIN/GLN	% of shares held	Applicable Section
<b>Joint Venture Companies</b>					
7.	Rane TRW Steering Systems Private Ltd.	'Maithri' No.132, Cathedral Road, Chennai – 600086 Tamil Nadu	U35999TN1987PTC014600	50.00%	2(6)
8.	Rane NSK Steering Private Systems Ltd.		U29141TN1995PTC030621	49.00%	
9.	JMA Rane Marketing Ltd.	2E/5 Jhandewalan Extension, New Delhi - 110055	U51909DL1991PLC042645	49.00%	
<b>Associate Company</b>					
10.	SasMos HET Technologies Ltd.	Block GA, NPR Complex, Plot No. 311, Survey No.197 Hoody Village, K.R. Puram Hobli, Bangalore East Taluk, Bangalore, Karnataka - 560048	U72900KA2007PLC044415	45.24%	2(6)

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter(s)</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	32,48,127	-	32,48,127	22.75	32,57,696	-	32,57,696	22.82	0.07
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	<b>32,48,127</b>	<b>-</b>	<b>32,48,127</b>	<b>22.75</b>	<b>32,57,696</b>	<b>-</b>	<b>32,57,696</b>	<b>22.82</b>	<b>0.07</b>
<b>(2) Foreign</b>									
a) NRIs – Individuals	33,77,662	-	33,77,662	23.66	33,77,662	-	33,77,662	23.66	0.00
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	<b>33,77,662</b>	<b>-</b>	<b>33,77,662</b>	<b>23.66</b>	<b>33,77,662</b>	<b>-</b>	<b>33,77,662</b>	<b>23.66</b>	<b>-</b>
<b>Total Promoter Shareholding (A) = (A)(1)+ (A)(2)</b>	<b>66,25,789</b>	<b>-</b>	<b>66,25,789</b>	<b>46.41</b>	<b>66,35,358</b>	<b>-</b>	<b>66,35,358</b>	<b>46.48</b>	<b>0.07</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	11,05,918	150	11,06,068	7.75	12,93,008	150	12,93,158	9.057	1.31
b) Banks / FI	1,660	3,659	5,319	0.037	361	3,659	4,020	0.028	(0.009)
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	6,79,573	-	6,79,573	4.76	6,79,573	-	6,79,573	4.76	-
g) FIs	9,491	-	9,491	0.066	12,773	-	12,773	0.089	0.023
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>17,96,642</b>	<b>3,809</b>	<b>18,00,451</b>	<b>12.61</b>	<b>19,85,715</b>	<b>3,809</b>	<b>19,89,524</b>	<b>13.93</b>	<b>1.32</b>



Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	9,41,994	2,838	9,44,832	6.62	8,97,493	2,838	9,00,331	6.31	(0.31)
ii) Overseas	5,41,125	-	5,41,125	3.79	5,41,125	-	5,41,125	3.79	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	20,31,468	3,00,240	23,31,708	16.33	19,02,894	2,61,417	21,64,311	15.16	(1.17)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	17,71,926	54,294	18,26,220	12.79	18,20,808	20,400	18,41,208	12.90	0.10
c) Others (specify)									
Non Resident Indians	57,546	2,160	59,706	0.42	58,382	2,160	60,542	0.42	0.01
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	4,868	-	4,868	0.03	5,996	-	5,996	0.04	0.01
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Limited Liability Partnership	63,099	-	63,099	0.44	64,043	-	64,043	0.45	0.01
Rane Holdings Limited - Unclaimed Shares Suspense Account	80,011	-	80,011	0.56	75,371	-	75,371	0.53	(0.03)
<b>Sub-total (B)(2):-</b>	<b>54,92,037</b>	<b>3,59,532</b>	<b>58,51,569</b>	<b>40.98</b>	<b>53,66,112</b>	<b>2,86,815</b>	<b>56,52,927</b>	<b>39.59</b>	<b>(1.38)</b>
<b>Total Public Shareholding (B) = (B)(1)+ (B)(2)</b>	<b>72,88,679</b>	<b>3,63,341</b>	<b>76,52,020</b>	<b>53.59</b>	<b>73,51,827</b>	<b>2,90,624</b>	<b>76,42,451</b>	<b>53.53</b>	<b>(0.06)</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	<b>1,39,14,468</b>	<b>3,63,341</b>	<b>1,42,77,809</b>	<b>100.00</b>	<b>1,39,87,185</b>	<b>2,90,624</b>	<b>1,42,77,809</b>	<b>100.00</b>	<b>0.01</b>

(ii) Shareholding of Promoters:

S. No.	Shareholder's Name	At the beginning of the year			At the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Raman T G G	14,84,056	10.39	-	14,84,056	10.39	-	0.00
2	Ganesh L & Meenakshi Ganesh	7,12,196	4.99	-	7,12,196	4.99	-	0.00
3	Lakshman L & Pushpa Lakshman	6,62,940	4.64	-	6,62,940	4.64	-	0.00
4	Rathika R Sundaresan	6,25,066	4.38	-	6,25,066	4.38	-	0.00
5	Geetha Raman Subramanyam	6,25,065	4.38	-	6,25,065	4.38	-	0.00
6	Ranjini R Iyer	6,25,065	4.38	-	6,25,065	4.38	-	0.00
7	Meenakshi Ganesh & Ganesh L	3,05,430	2.14	-	3,05,430	2.14	-	0.00
8	Vanaja Aghoram	2,75,635	1.93	-	2,75,635	1.93	-	0.00
9	L Lakshman (HUF)	2,16,986	1.52	-	2,16,986	1.52	-	0.00
10	Pushpa Lakshman & Lakshman L	1,95,199	1.37	-	1,95,199	1.37	-	0.00
11	Ganesh L (HUF)	1,91,907	1.34	-	1,91,907	1.34	-	0.00
12	Shanthi Narayan	1,35,722	0.95	-	1,35,722	0.95	-	0.00
13	Harish Lakshman	1,24,817	0.87	-	1,24,817	0.87	-	0.00

S. No.	Shareholder's Name	At the beginning of the year			At the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
14	Aditya Ganesh	1,14,281	0.80	-	1,14,281	0.80	-	0.00
15	Vinay Lakshman	1,06,698	0.75	-	1,06,698	0.75	-	0.00
16	Aparna Ganesh	68,511	0.48	-	68,511	0.48	-	0.00
17	T G Ramani	61,452	0.43	-	61,452	0.43	-	0.00
18	Lakshman L	39,620	0.28	-	39,620	0.28	-	0.00
19	Malavika Lakshman	18,657	0.13	-	18,657	0.13	-	0.00
20	Rekha Sundar	15,610	0.11	-	15,610	0.11	-	0.00
21	Pushpa Lakshman	-	-	-	10,569	0.07	-	0.07
22	Chitra Sundaresan	12,709	0.09	-	11,709	0.08	-	-0.01
23	Suchitra Narayan	2,979	0.02	-	2,979	0.02	-	0.00
24	Pravin Kumar	2,800	0.02	-	2,800	0.02	-	0.00
25	Sumant Narayan	2,223	0.02	-	2,223	0.02	-	0.00
26	Keshav Harish Lakshman	100	0.00	-	100	0.00	-	0.00
27	Malavika Lakshman & Harish Lakshman	65	0.00	-	65	0.00	-	0.00
	<b>TOTAL</b>	<b>66,25,789</b>	<b>46.41</b>	<b>-</b>	<b>66,36,358</b>	<b>46.48</b>	<b>-</b>	<b>0.06</b>

## (iii) Change in Promoters' Shareholding:

Particulars	Shareholding at the beginning of the year (As on April 01, 2015)		Cumulative Shareholding during the year (As on March 31, 2016)	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>At the beginning of the year</b>	<b>66,25,789</b>	<b>46.41</b>	<b>66,25,789</b>	<b>46.41</b>
Ganesh L & Meenakshi Ganesh	7,12,196	4.99	7,12,196	4.99
Lakshman L & PushpaLakshman	6,62,940	4.64	6,62,940	4.64
Meenakshi Ganesh	3,05,430	2.14	3,05,430	2.14
Vanaja Aghoram	2,75,635	1.93	2,75,635	1.93
L Lakshman (HUF)	2,16,986	1.52	2,16,986	1.52
Pushpa Lakshman & L Lakshman	1,95,199	1.37	1,95,199	1.37
Pushpa Lakshman	-	0.00	-	0.00
Ganesh L (HUF)	1,91,907	1.34	1,91,907	1.34
Shanthi Narayan	1,35,722	0.95	1,35,722	0.95
Harish Lakshman	1,24,817	0.87	1,24,817	0.87
Aditya Ganesh	1,14,281	0.80	1,14,281	0.80
Vinay Lakshman	1,06,698	0.75	1,06,698	0.75
Aparna Ganesh	68,511	0.48	68,511	0.48
Lakshman L	39,620	0.28	39,620	0.28
Malavika Lakshman	18,657	0.13	18,657	0.13
Keshav Harish Lakshman	100	0.00	100	0.00
Malavika Lakshman & Harish Lakshman	65	0.00	65	0.00
Raman T G G	14,84,056	10.39	14,84,056	10.39
Rathika R Sundaresan	6,25,066	4.38	6,25,066	4.38
Geetha Raman Subramanyam	6,25,065	4.38	6,25,065	4.38
Ranjini R Iyer	6,25,065	4.38	6,25,065	4.38
T G Ramani	61,452	0.43	61,452	0.43

Particulars	Shareholding at the beginning of the year (As on April 01, 2015)		Cumulative Shareholding during the year (As on March 31, 2016)	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Rekha Sundar	15,610	0.11	15,610	0.11
Chitra Sundaresan	12,709	0.09	12,709	0.09
Suchitra Narayan	2,979	0.02	2,979	0.02
Pravin Kumar	2,800	0.02	2,800	0.02
Sumant Narayan	2,223	0.02	2,223	0.02
<b>Date wise increase / decrease in Promoters shareholding during the year specifying the reasons for increase /decrease: (e.g. allotment /transfer / bonus/ sweat equity etc.)</b>				
Chitra Sundaresan				
Sale of shares – 02.12.2015	1000	0.00	1000	0.00
Pushpa Lakshman				
Transmission of shares – 22.01.2016	10,569	0.07	10,569	0.07
<b>At the end of the year</b>				
Ganesh L & Meenakshi Ganesh	7,12,196	4.99	7,12,196	4.99
Lakshman L & Pushpa Lakshman	6,62,940	4.64	6,62,940	4.64
Meenakshi Ganesh	3,05,430	2.14	3,05,430	2.14
Vanaja Aghoram	2,75,635	1.93	2,75,635	1.93
L Lakshman (HUF)	2,16,986	1.52	2,16,986	1.52
Pushpa Lakshman & L Lakshman	1,95,199	1.37	1,95,199	1.37
Pushpa Lakshman	-	0.00	10569	0.07
Ganesh L (HUF)	1,91,907	1.34	1,91,907	1.34
Shanthi Narayan	1,35,722	0.95	1,35,722	0.95
Harish Lakshman	1,24,817	0.87	1,24,817	0.87
Aditya Ganesh	1,14,281	0.80	1,14,281	0.80
Vinay Lakshman	1,06,698	0.75	1,06,698	0.75
Aparna Ganesh	68,511	0.48	68,511	0.48
Lakshman L	39,620	0.28	39,620	0.28
Malavika Lakshman	18,657	0.13	18,657	0.13
Keshav Harish Lakshman	100	0.00	100	0.00
Malavika Lakshman & Harish Lakshman	65	0.00	65	0.00
Raman T G G	14,84,056	10.39	14,84,056	10.39
Rathika R Sundaresan	6,25,066	4.38	6,25,066	4.38
Geetha Raman Subramanyam	6,25,065	4.38	6,25,065	4.38
Ranjini R Iyer	6,25,065	4.38	6,25,065	4.38
T G Ramani	61,452	0.43	61,452	0.43
Rekha Sundar	15,610	0.11	15,610	0.11
Chitra Sundaresan	11,709	0.09	11,709	0.09
Suchitra Narayan	2,979	0.02	2,979	0.02
Pravin Kumar	2,800	0.02	2,800	0.02
Sumant Narayan	2,223	0.02	2,223	0.02
<b>Total at the end</b>	<b>66,25,789</b>	<b>46.41</b>	<b>66,36,358</b>	<b>46.48</b>

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date (DD/MM/YYYY)	Increase/Decrease in shareholding	% of total shares of the company	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company					No. of shares	% of total shares of the company
1	Sundaram Mutual Fund A/C Sundaram Select Micro	7,87,509	5.52	22/05/2015	2,362	0.02	Purchase	7,89,871	5.53
				29/05/2015	1,720	0.01	Purchase	7,91,591	5.54
				09/10/2015	8,634	0.06	Purchase	8,00,225	5.61
				08/01/2016	13	0.00	Purchase	8,00,308	5.61
				12/02/2016	70	0.00	Purchase	8,00,308	5.61
2	Nisshinbo Holdings Inc.	5,41,125	3.79	-	-	-	-	5,41,125	3.79
3	United India Insurance Company Limited	4,31,396	3.02	-	-	-	-	4,31,396	3.02
4	UTI Capital Protection Oriented Scheme	3,18,409	2.23	10/04/2015	28,553	0.20	Purchase	3,46,962	2.43
				24/04/2015	5,480	0.04	Purchase	3,52,442	2.47
				01/05/2015	2,657	0.02	Purchase	3,55,099	2.49
				05/06/2015	226	0.00	Purchase	3,55,325	2.49
				12/06/2015	10,173	0.07	Purchase	3,65,498	2.56
				19/06/2015	16,915	0.12	Purchase	3,82,413	2.68
				26/06/2015	3,411	0.02	Purchase	3,85,824	2.70
				30/06/2015	5,740	0.04	Purchase	3,91,564	2.74
				03/07/2015	1,800	0.01	Purchase	3,93,364	2.76
				21/08/2015	1,164	0.01	Purchase	3,94,528	2.76
				28/08/2015	6,332	0.04	Purchase	4,00,860	2.81
				04/09/2015	1	0.00	Purchase	4,00,861	2.81
				11/09/2015	3,858	0.03	Purchase	4,04,719	2.84
				18/09/2015	952	0.01	Purchase	4,05,671	2.84
				30/09/2015	186	0.00	Purchase	4,05,857	2.84
				02/10/2015	2,095	0.02	Purchase	4,07,952	2.86
				09/10/2015	2,891	0.02	Purchase	4,10,843	2.88
				16/10/2015	4,624	0.03	Purchase	4,15,467	2.91
				23/10/2015	190	0.00	Purchase	4,15,657	2.91
				30/10/2015	3,957	0.03	Purchase	4,19,614	2.94
06/11/2015	16	0.00	Purchase	4,19,630	2.94				
20/11/2015	7,005	0.05	Purchase	4,26,635	2.99				
27/11/2015	235	0.00	Purchase	4,26,870	2.99				
04/12/2015	3,282	0.02	Purchase	4,30,152	3.01				
11/12/2015	4,445	0.03	Purchase	4,34,597	3.04				
18/12/2015	4,498	0.03	Purchase	4,39,095	3.08				
15/01/2016	6,764	0.05	Purchase	4,45,859	3.12				
22/01/2016	6,690	0.05	Purchase	4,52,549	3.17				
29/01/2016	2,341	0.02	Purchase	4,54,890	3.19				
05/02/2016	12,862	0.09	Purchase	4,67,752	3.28				
12/02/2016	12,488	0.09	Purchase	4,80,240	3.36				
19/02/2016	3,000	0.02	Purchase	4,83,240	3.39				

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date (DD/MM/YYYY)	Increase/ Decrease in shareholding	% of total shares of the company	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company					No. of shares	% of total shares of the company
				26/02/2016	3,817	0.03	Purchase	4,87,057	3.41
				11/03/2016	2,509	0.02	Purchase	4,89,566	3.43
5	Enam Shares & Securities Private Limited	3,01,541	2.11	-	-	-	-	3,01,541	2.11
6	Enam Securities Pvt Ltd	3,01,541	2.11	04/03/2016	3,01,541	(2.11)	Transfer	-	-
7	General Insurance Corporation of India	2,18,623	1.53	-	-	-	-	2,18,623	1.53
8	Anil Kumar Goel	2,10,319	1.47	10/04/2015	12,681	0.09	Purchase	2,23,000	1.56
				01/05/2015	364	0.00	Purchase	2,23,364	1.56
				08/05/2015	391	0.00	Purchase	2,23,755	1.57
				15/05/2015	245	0.00	Purchase	2,24,000	1.57
				29/05/2015	500	0.00	Purchase	2,24,500	1.57
				05/06/2015	500	0.00	Purchase	2,25,000	1.58
9	Kumari Investment Corporation Private Limited	1,47,050	1.03	-	-	-	-	1,47,050	1.03
10	V S T Tillers Tractors Limited	1,25,000	0.88	-	-	-	-	1,25,000	0.88
11	Hiten Anantrai Sheth	1,16,307	0.82	-	-	-	-	1,16,307	0.82
12	Accolade Finvest Private Limited	1,13,000	0.79	27/11/2015	(1,13,000)	(0.79)	Transfer	-	-
13	Prescient Wealth Management Pvt Ltd	1,13,000	0.79	-	-	-	Purchase	1,13,000	0.79
14	Seema Goel	94,000	0.66	-	-	-	-	94,000	0.66
15	M M Narayanamma	87,968	0.62	-	-	-	-	87,968	0.62
16	Rane Holdings Limited - Unclaimed Shares Suspense	80,011	0.56	15/05/2015	(50)	0.00	Transfer	79,961	0.56
				12/06/2015	(50)	0.00	Transfer	79,911	0.56
				30/06/2015	(12)	0.00	Transfer	79,899	0.56
				03/07/2015	(100)	0.00	Transfer	79,799	0.56
				04/08/2015	(50)	0.00	Transfer	79,749	0.56
				16/10/2015	(3,147)	(0.02)	Transfer	76,602	0.54
				19/02/2016	(338)	0.00	Transfer	76,264	0.53
				26/02/2016	(655)	(0.01)	Transfer	75,609	0.53
				11/03/2016	(238)	0.00	Transfer	75,371	0.53
17	Bachaladharani	62,126	0.44	-	-	-	-	62,126	0.44
18	S. Shyam	58,245	0.41	12/06/2015	13,500	0.10	-	71,745	0.50
				19/06/2015	110	0.00	-	71,855	0.50
				16/10/2015	39,500	0.28	-	1,11,355	0.78
				22/01/2016	(30,000)	(0.21)	-	81,355	0.57

## (v) Shareholding of Directors and Key Managerial Personnel:

Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>At the beginning of the year</b>				
Ganesh L & Meenakshi Ganesh	7,12,196	4.99	7,12,196	4.99
Lakshman L & Pushpa Lakshman	6,62,940	4.64	6,62,940	4.64
Lakshman L (HUF)	2,16,986	1.52	2,16,986	1.52
Pushpa Lakshman & L Lakshman	1,95,199	1.37	1,95,199	1.37
Ganesh L (HUF)	1,91,907	1.34	1,91,907	1.34
Harish Lakshman	1,24,817	0.87	1,24,817	0.87
Lakshman L	39,620	0.28	39,620	0.28
<b>Date wise Increase / Decrease in directors and key managerial personnel during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc): NO CHANGE</b>				
<b>At the end of the year</b>				
Ganesh L & Meenakshi Ganesh	7,12,196	4.99	7,12,196	4.99
Lakshman L & Pushpa Lakshman	6,62,940	4.64	6,62,940	4.64
Lakshman L (HUF)	2,16,986	1.52	2,16,986	1.52
Pushpa Lakshman & L Lakshman	1,95,199	1.37	1,95,199	1.37
Ganesh L (HUF)	1,91,907	1.34	1,91,907	1.34
Harish Lakshman	1,24,817	0.87	1,24,817	0.87
Lakshman L	39,620	0.28	39,620	0.28

## V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment

in ₹

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>				
<b>Change in Indebtedness during the financial year</b>				
Addition	27,00,00,000	-	-	27,00,00,000
Reduction	-	-	-	-
<b>Net Change</b>	27,00,00,000	-	-	27,00,00,000
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	27,00,00,000	-	-	27,00,00,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	48,15,616	-	-	48,15,616
<b>Total (i+ii+iii)</b>	27,48,15,616			27,48,15,616

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

## A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

in ₹

S.No	Particulars of Remuneration	Managing Director	Joint Managing Director	Total Amount
1.	<b>Gross Salary</b>	<b>L Lakshman</b>	<b>L Ganesh</b>	
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	88,82,618	1,09,52,048	1,98,34,666
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	27,14,300	20,74,388	47,88,888
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	92,66,400	-	92,66,400
5	Others, please specify	-	-	-
	<b>Total (A)</b>	<b>2,08,63,318</b>	<b>1,30,26,636</b>	<b>3,38,89,954</b>
	<b>Ceiling as per the Act (being 10% of net profit calculated as per section 198 of the Companies Act, 2013)</b>			<b>4,66,09,550</b>

## B. Remuneration to other Directors:

in ₹

S. No.	Particulars of Remuneration	Harish Lakshman	Shujaat Khan	Anil Kumar Nehru	Anjanikumar Choudhari	Sheela Bhide	Total Amount
1	<b>Independent Directors</b>						
a	Fee for attending board / committee meetings	-	90,000	2,40,000	2,35,000	1,20,000	6,85,000
b	Commission	-	-	-	-	-	-
c	Others, please specify	-	-	-	-	-	-
	<b>Total B(1)</b>	<b>-</b>	<b>90,000</b>	<b>2,40,000</b>	<b>2,35,000</b>	<b>1,20,000</b>	<b>6,85,000</b>
2	<b>Other Non-Executive Directors</b>						
a	Fee for attending board / committee meetings	1,47,500	-	-	-	-	1,47,500
b	Commission	-	-	-	-	-	-
c	Others, please specify	-	-	-	-	-	-
	<b>Total B(2)</b>	<b>1,47,500</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,47,500</b>
	<b>Grand Total B(1)+B(2)</b>	<b>1,47,500</b>	<b>90,000</b>	<b>2,40,000</b>	<b>2,35,000</b>	<b>1,20,000</b>	<b>8,32,500</b>
	<b>Total (A+B)</b>						<b>3,47,22,454</b>
	<b>Ceiling as per the Act (being 11% of net profit calculated as per section 198 of the Companies Act, 2013)</b>						<b>5,12,70,505</b>

## C. Remuneration to key managerial personnels:

in ₹

S. No	Particulars of Remuneration	Key Managerial Personnel		
		Chief Financial Officer J Ananth	Company Secretary Siva Chandrasekaran	Total
1.	<b>Gross Salary</b>			
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	29,26,749	45,93,308	75,20,057
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	30,592	1,41,834	1,72,426
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify	-	-	-
	<b>Total (C)</b>	<b>29,57,341</b>	<b>47,35,142</b>	<b>76,92,483</b>

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL