

Rane Holdings Limited

CIN L35999TN1936PLC002202



"Maithri"

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India

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Quarterly Compliance Report on Corporate Governance (Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Company	Rane Holdings Limited	Symbol: NSE	RANEHOLDIN
Quarter ended	31st March, 2017	BSE	505800

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	DIN	bnn	Date of Appointment in the current term/ Cessation	Tenure*	No of Directorship in listed entites including this listed entity (Refer Reg 25(1) of Listing Regulations@	No of membership in Audit/Stakeholder committee(s) including this listed entity (Refer Reg 26(1) of Listing Regulations)@	No of Post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Reg 26(1) of Listing Regulations)@
Mr.	Lakshman Lakshminarayan	00012554	Chairman & Executive Director	01/04/2014	NA	6	5	1
Mr.	Ganesh Lakshminarayan	00012583	Executive Director	01/04/2014	NA	6	7	0
Mr.	Harish Lakshman	00012602	Non - Executive Director	11/08/2016	NA	4	3	2
Mr.	Anjani Kumar Ramshankar Choudhari	00234208	Non - Executive Director, Independent Director	12/08/2014	2 Years 7 Months	1	1	1
Mr.	Shujaat Ghousuddin Khan	00526891	Non - Executive Director, Independent Director	12/08/2014	2 Years 7 Months	1	1	0
Ms.	Sheela Bhide	01843547	Non - Executive Director, Independent Director	13/11/2014	2 Years 4 Months	2	1	0
Mr.	Venkataramani Sumantran	02153989	Non - Executive Director, Independent Director	27/05/2016	4 Months	2	1	0

\$ PAN of any director would not be displayed on the website of Stock Exchange

^ Category of directors means executive/non executive/independent/nominee.

* filled only for Independent Director. Tenure would mean total period from which Independent director serving on Board of directors of the listed entity in continuity without any cooling off period.Tenure

represents completed tenure from the date of appointment.

@ Number of membership in Audit and Stakeholders' Relationship Committee includes positions held as Chairperson.

Name of Committee	Name of Committe members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)\$
1. Audit Committee	Ganesh Lakshminarayan Anjani Kumar Ramshankar Choudhari Shujaat Ghousuddin Khan	Executive Director Non-Executive Director, Independent Director Non-Executive Director, Independent Director
2. Nomination and Remuneration Committee	Harish Lakshman Anjani Kumar Ramshankar Choudhari Venkataramani Sumantran	Non-Executive Director Non-Executive Director, Independent Director Non-Executive Director, Independent Director
3. Risk Management Committee		NA
4. Stakeholders Relationship Committee	Ganesh Lakshminarayan Harish Lakshman Sheela Bhide	Executive Director Non-Executive Director Non-Executive Director, Independent Director

Remarks:

1) & Category of Directors means executive/non executive/independent/Nominee. If a director fits into more than one category write all categories seperating them with Comma / hyphen

III. Meeting of Board of Directors				
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)		
10-Nov-16	31-Mar-17 09-Feb-17	90		
IV. Meeting of Committees				
Name of the committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee	09-Feb-17	Yes	10-Nov-16	90
Audit Committee	31-Mar-17	Yes		
Stakeholders Relationship Committee	09-Feb-17	Yes		
Nomination & Remuneration Committee	31-Mar-17	Yes		
V. Related Party Transactions				
Subject		Compliance status (Yes/No/NA)		
Whether prior approval of audit committee obtained		Yes		
Whether shareholder approval obtained for material RPT		Not Applicable		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit		Yes		
VI. Affirmations				
1 The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.				Yes
2 The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015				
a. Audit Committee				Yes
b. Nomination & Remuneration Committee				Yes
c.Stakeholders relationship Committeee				Yes
d.Risk management committee (applicable to top 100 listed entities)				N A
3 The committee members have been made aware of their powers,role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.				Yes
4 The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.				Yes
5 a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. ☑				Yes
b. Any comments/observations/advice of Board of Directors may be mentioned here:				
The report of previous quarter ended December 31, 2016 was placed before the board in the meeting held on February 09, 2017. The report for the quarter ended March 31, 2017 will be placed in the ensuing board meeting.				
Name : Siva Chandrasekaran Designation : Company Secretary Date : April 13,2017				

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

I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/No/NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Not Applicable
New name and the old name of the listed entity	Not Applicable

II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Not Applicable
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

Name : Siva Chandrasekaran
Designation : Company Secretary