

**Name of the Company : Rane (Madras) Limited**

**Quarter ending on : 31-Mar-2014**

| <b>Particulars</b>   | <b>Clause of Listing agreement</b> | <b>Compliance Status Yes/No</b> | <b>Remarks</b>   |
|--|------------------------------------|---------------------------------|--|
| <b>I. Board of Directors</b>   | 49 I                               | -                               | -  |
| (A) Composition of Board   | 49 I A                             | Yes                             | -  |
| (B) Non-executive Director's Compensation and disclosures                | 49 I B                             | Yes                             | Disclosed in the Annual Report 2012-13   |
| (C) Other provisions as to Board and Committees                          | 49 I C                             | Yes                             | -  |
| (D) Code of Conduct  | 49 I D                             | Yes                             | CEO's declaration regarding compliance has been furnished in the Annual Report 2012-13 |
| <b>II. Audit Committee</b>   | 49 II                              | -                               | -  |
| (A) Qualified and Independent Audit Committee                            | 49 II A                            | Yes                             | -  |
| (B) Meeting of Audit Committee   | 49 II B                            | Yes                             | -  |
| (C) Powers of Audit Committee  | 49 II C                            | Yes                             | -  |
| (D) Role of Audit Committee  | 49 II D                            | Yes                             | -  |
| (E) Review of Information by Audit Committee                             | 49 II E                            | Yes                             | -  |
| <b>III. Subsidiary Companies</b>   | 49 III                             | NA                              | -  |
| <b>IV. Disclosures</b>   | 49 IV                              | -                               | -  |
| (A) Basis of related party transactions                                  | 49 IV A                            | Yes                             | -  |
| (B) Disclosure of Accounting treatment                                   | 49 IV B                            | Yes                             | -  |
| (C) Board disclosures  | 49 IV C                            | Yes                             | -  |
| (D) Proceeds from public issues, rights issues, preferential issues etc. | 49 IV D                            | NA                              | -  |

|   |         |     |  |
|---|---------|-----|--|
| (E) Remuneration of Directors             | 49 IV E | Yes | Management Discussion & Analysis report forms part of Annual Report 2012-13  |
| (F) Management                            | 49 IV F | Yes | Management Discussion & Analysis report forms part of Annual Report 2012-13  |
| (G) Shareholders                          | 49 IV G | Yes | Disclosed in the Annual Report 2012-13   |
| <b>V. CEO/CFO Certification</b>           | 49 V    | Yes | CEO/ CFO have furnished certificate to the Board for the year 2012-13  |
| <b>VI. Report on Corporate Governance</b> | 49 VI   | Yes | Separate section on Corporate Governance Report has been included in the Annual report 2012-13   |
| <b>VII. Compliance</b>                    | 49 VII  | Yes | Statutory Auditor's certificate forms part of Annual Report 2012-13. Disclosure relating to compliance with all mandatory requirements and extent of compliance with non-mandatory requirements are furnished in Corporate Governance Report for the year 2012-13. |