

Rane (Madras) Limited



"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 Requirement) Regulations, 2015

Name of the Company	Rane (Madras) Limited	Symbol: NSE	RML
Quarter ended	31 st March, 2016	BSE	532661

I. Composition of Board of Directors

Title (Mr/Ms)	Name of the Director	DIN	Category ^	Date of Appointment in the current term/ Cessation	Tenure*	No of Directorship in listed entities 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.	L Ganesh	00012583	Chairman, Non- Executive, Promoter	21 st July, 2006	NA	6	7	1
Mr.	L Lakshman	00012554	Non- Executive , Promoter	31 st July, 2014	NA	5	5	1
Mr.	Harish Lakshman	00012602	Non- Executive , Promoter	31 st July, 2015	NA	4	3	2
Mr.	M Lakshminarayan	00064750	Independent, Non- Executive	31 st July, 2014	1 yr 8 months	5	3	1
Mr.	T Mukherjee	00004777	Independent, Non- Executive	31 st July, 2014	1 yr 8 months	4	3	0
Mrs.	Anita Ramachandran	00118188	Independent, Non- Executive	31 st July, 2014	1 yr 8 months	2	3	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.

II. Composition of Committees

Name of Committee	Name of Committe members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) [§]
1.Audit Committee	M Lakshminarayan L Lakshman T Mukherjee	Chairman, Independent, Non- Executive Non- Executive , Promoter Independent, Non- Executive
2.Nomination & Remuneration Committee	M Lakshminarayan L Ganesh L Lakshman Anita Ramachandran	Chairman, Independent, Non- Executive Non - Executive Director, Promoter Non - Executive Director, Promoter Independent, Non- Executive
3.Risk Management Committee	NA	NA
4.Stakeholders Relationship Committee	L Lakshman Harish Lakshman T Mukherjee	Chairman, Non - Executive , Promoter Non - Executive , Promoter Independent, Non- Executive

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 hyphen

III.Meeting of Board of Directors				
Date(s) of meeting (if any) in the previous quarter / date of previous meeting	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)		
20-Oct-2015	-			
28-Dec-2015	25-Jan-2016	27		
	21-Mar-2016	55		
IV. Meeting of Committees				
Name of the Committee	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Maximum gap between any two consecutive meetings in number of days*	Whether requirement of Quorum met (details)
Audit Committee	20-Oct-2015	25-Jan-2016	96 days	Yes (3 directors present of which 2 are independent Directors)
Audit Committee	25-Jan-2016	21-Mar-2016	55 days	Yes (3 directors present of which 2 are independent Directors)
Nomination & Remuneration Committee	NA	25-Jan-2016	NA	Yes (3 directors present of which 1 is independent Director)
Stakeholders' Relationship Committee	NA	21-Mar-2016	NA	Yes (3 directors present of which 1 is independent Director)
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.				
Subject		Compliance status (Yes/No/NA) refer note below		
Whether prior approval of audit committee obtained		Yes		
Whether shareholder approval obtained for material RPT		NA		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes		
Note				
1	In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing regulations,"Yes", may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A", may be indicated.			
2	If status is "No" details of non-compliance may be given here.			
VI. Affirmations				
1	The composition of Board of Directors is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.			Yes
2	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.			
	a. Audit Committee			Yes
	b. Nomination & Remuneration Committee			Yes
	c.Stakeholders relationship Committee			Yes
	d.Risk management committee (applicable to top 100 listed entities)			NA
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	This report and/or the report submitted in the previous quarter is being placed before Board of Directors.			Yes
Comments:				
Comments: The report of previous quarter ended December 31, 2015 was placed before the board in the meeting held on January 25,2016. The report for the quarter ended March 31, 2016 will be placed in the upcoming board meeting.				
S Subha Shree Company Secretary Place : Chennai Date : April 15, 2016				
Note:				
Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.				

Rane (Madras) Limited

CIN: L65993TN2004PLC052856



Registered Office:
"Maithri"
132, Cathedral Road
Chennai 600 086
India
www.rane.co.in

Annual Compliance Report on Corporate Governance**I. Disclosure on website in terms of Listing Regulations**

SL.No	Item	Compliance Status (Yes/No/N.A.)
1	Details of Business	Yes
2	Terms and Conditions of appointment of Independent directors	Yes
3	Composition of various committees of board of directors	Yes
4	Code of conduct of board of directors and senior management personnel	Yes
5	Details of establishment of Vigil Mechanism/Whistle Blower Policy	Yes
6	Criteria of making payments to non-executive directors	Yes
7	Policy on dealing with related party transactions	Yes
8	Policy for determining 'material' subsidiaries	NA
9	Details of familiarization programmes imparted to independent directors	Yes
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
11	email address for grievance redressal and other relevant details	Yes
12	Financial results	Yes
13	Shareholding pattern	Yes
14	Details of agreements entered into with the media companies and/or their associates	N.A
15	New name and the old name of the listed entity	N.A

II Annual Affirmations

	Particulars	Regulation Number	Compliance Status (Yes/No/N.A.)
16	Independent directors have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
17	Board Composition	17(1)	Yes
18	Meeting of Board of Directors	17(2)	Yes
19	Review of Compliance reports	17(3)	Yes
18	Plans for orderly succession for appointments	17(4)	Yes
19	Code of Conduct	17(5)	Yes
20	Fees/compensation	17(6)	Yes
21	Minimum information	17(7)	Yes
22	Compliance Certificate	17(8)	Yes
23	Risk assessment & Management	17(9)	Yes
24	Performance Evaluation of Independent Directors	17(10)	Yes
25	Composition of Audit Committee	18(1)	Yes
26	Meeting of Audit Committee	18(2)	Yes
27	Composition of nomination & remuneration committee	19(1) & (2)	Yes
28	Composition of Stakeholder Relationship committee	20(1) & (2)	Yes
29	Composition and role of risk management committee	21(1),(2),(3),(4)	N.A
30	Vigil Mechanism	22	Yes
31	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
32	Prior Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes
33	Approval for material related party transactions	23(4)	N.A
34	Composition of Board of Directors of unlisted material subsidiary	24(1)	N.A
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A
36	Maximum Directorship & Tenure	25(1) & (2)	Yes
37	Meeting of Independent directors	25(3) & (4)	Yes
38	Familiarization of Independent Directors	25(7)	Yes
39	Memberships in Committees	26(1)	Yes
40	Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management personnel	26(3)	Yes
41	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
42	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For Example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

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 - **N.A.**

S Subha Shree

Company Secretary

Place : Chennai

Date : April 15 , 2016