

Rane Brake Lining Limited

CIN L63011TN2004PLC054948


 "Maithri"
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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 Brake Lining Ltd	Symbol: NSE	RBL
Quarter ended	31st March, 2017	BSE	532987

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.	Anil Kumar V Epur	00202454	Non - Executive Director, Independent Director	22/07/2014	2 Years 8 Months	1	1	0
Mr.	Kazuhiro Iwata	06875329	Non - Executive Director, ND	22/07/2014	NA	1	0	0
Mr.	S C Gupta	02085068	Non - Executive Director, Independent Director	22/07/2014	2 Years 8 Months	1	1	0
Ms.	Ranjana Kumar	02930881	Non - Executive Director, Independent Director	23/01/2015	2 Years 2 Months	4	2	1
Mr.	L Ganesh	00012583	Chairman & Non - Executive Director	01/04/2008	NA	6	7	1
Mr.	Vinay Lakshman	07295820	Executive Director	01/10/2015	NA	1	0	0
Mr.	L Lakshman	00012554	Non - Executive Director	20/07/2015	NA	6	5	1
Mr.	Harish Lakshman	00012602	Non - Executive Director	21/07/2016	NA	4	3	2
Mr.	S Sandilya	00037542	Non - Executive Director, Independent Director	22/07/2016	2 Years 8 Months	5	6	4
Mr.	P S Kumar	00267280	Non - Executive Director, Independent Director	20/01/2017	2	2	2	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 Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)\$
1. Audit Committee	S C Gupta L Ganesh S Sandilya	Non-Executive Director, Independent Director Chairman & Non - Executive Director Non-Executive Director, Independent Director
2. Nomination and Remuneration Committee	S C Gupta L Ganesh S Sandilya	Non-Executive Director, Independent Director Chairman & Non - Executive Director Non-Executive Director, Independent Director
3. Risk Management Committee	N A	
4. Stakeholders Relationship Committee	S C Gupta L Ganesh S Sandilya	Non-Executive Director, Independent Director Chairman & 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 separating 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)		
25-Oct-16	20-Jan-17 22-Mar-17	86		
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	20-Jan-17	Yes	25-Oct-16	86
Stakeholders Relationship Committee	20-Jan-17	Yes	25-Oct-16	
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		
omnibus approval have been reviewed by Audit Committee		Yes		
VI. Affirmations				
1 The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.				Yes
2 The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015				
a. Audit Committee				Yes
b. Nomination & Remuneration Committee				Yes
c.Stakeholders relationship 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 January 20, 2017. The report for the quarter ended March 31, 2017 will be placed in the ensuing board meeting.				
For Rane Brake Lining Ltd Venkatraman Company Secretary				

ANNEXURE II

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

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (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)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Not Applicable

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	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. - **Yes**

Name : Venkatraman
Designation : Company Secretary