

Rane Holdings 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 Holdings Limited | Symbol: NSE | RANEHOLDIN |
| Quarter ended | March 31 , 2016 | BSE | 505800 |

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 entites including this listed entity (Refer Reg 25(1) of Listing Regulations | No of members 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 entites including this listed entity (Refer Reg 26(1) of Listing Regulations)® |
|---------------|------------------------|----------|---|--|---------------|---|--|--|
| Mr. | L Lakshman | 00012554 | Chairman-Executive,Promoter, Managing Director | 01-Apr-2014 | NA | 5 | 5 | 1 |
| Mr. | L Ganesh | 00012583 | Vice Chairman- Executive, Promoter, Joint Managing Director | 01-Apr-2014 | NA | 6 | 7 | 1 |
| Mr. | Harish Lakshman | 00012602 | Non- Executive, Promoter | 12-Aug-2014 | NA | 4 | 3 | 2 |
| Mr. | Anil Kumar Nehru | 00038849 | Independent, Non- Executive | 12-Aug-2014 | 1 Yr 7 months | 3 | 6 | 2 |
| Mr. | Anjani Kumar Choudhari | 00234208 | Independent, Non- Executive | 12-Aug-2014 | 1 Yr 7 months | 1 | 1 | 1 |
| Mr. | Shujaat Khan | 00526891 | Independent, Non- Executive | 12-Aug-2014 | 1 Yr 7 months | 1 | 0 | 0 |
| Ms. | Sheela Bhide | 01843547 | Independent, Non- Executive | 13-Nov-2014 | 1 Yr 4 months | 4 | 1 | 1 |

§ PAN number of any director would not be displayed on the website of Stock Exchange

^ 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

* to be 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 | Anjani Kumar Choudhari L Ganesh Anil Kumar Nehru | Chairman,Independent, Non- Executive Executive , Promoter Independent, Non- Executive |
| 2.Nomination & Remuneration Committee | Anjani Kumar Choudhari Anil Kumar Nehru Harish Lakshman | Chairman,Independent, Non- Executive Independent, Non- Executive Non- Executive , Promoter |
| 3.Risk Management Committee (if applicable) | NA | NA |
| 4.Stakeholders Relationship Committee | Harish Lakshman L Ganesh Anil Kumar Nehru | Chairman, Non- Executive ,Promoter Executive , Promoter Independent, Non- Executive |

§ 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(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive meetings (in number of days) | | |
| 09-Nov-2015 | 09-Feb-2016 | 91 days | | |
| - | 28-Mar-2016 | - | | |
| 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 | 09-Nov-2015 | 09-Feb-2016 | 91 days | Yes (3 directors present of which 2 are independent Directors) |
| Audit Committee | - | 28-Mar-2016 | 47 days | Yes (3 directors present of which 2 are independent Directors) |
| Stakeholders' Relationship Committee | - | 09-Feb-2016 | - | Yes (3 directors present of which 1 is independent Director) |
| Nomination and Remuneration Committee | - | 09-Feb-2016 | - | Yes (3 directors present of which 2 are independent Directors) |
| *This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional. | | | | |
| V.Related Party Transactions | | | | |
| 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 has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: | | | Yes |
| Comments: The report of previous quarter ended December 31, 2015 was placed before the board in the meeting held on February 09, 2016. The report for the quarter ended March 31, 2016 will be placed in the upcoming board meeting. | | | | |
| Siva Chandrasekaran Company Secretary Place : Chennai Date : April 13 , 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 Holdings Limited

CIN: L35999TN1936PLC002202



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**

| S.No | Item | Compliance Status (Yes/No/NA) |
|------|---|-------------------------------|
| 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 | Yes |
| 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 En

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

Siva Chandrasekaran
Company Secretary
 Place : Chennai
 Date : April 13 , 2016