

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Rane Brake Lining Limited**
 2. Quarter ending - **31-Mar-2019**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee)	Sub Category	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Anilkumar Venkat Epur	00202454	ID		23-Aug-2017		19	2	1	0
Mr.	Suresh Chandra Gupta	02085068	ID		23-Aug-2017		19	1	1	0
Ms.	Ranjana Kumar	02930881	ID		24-Jul-2018		8	3	1	0
Mr.	Ganesh Lakshminarayan	00012583	C,NED		01-Apr-2008			6	7	0
Mr.	Vinay Lakshman	07295820	ED	MD	01-Apr-2018			1	0	0
Mr.	Lakshman Lakshminarayan	00012554	NED		24-Jul-2018			6	5	1
Mr.	Harish Lakshman	00012602	NED		21-Jul-2016			5	3	2
Mr.	Srinivasan Sandilya	00037542	ID		23-Aug-2017		19	4	6	4
Mr.	Parvathaneni Santhosh Kumar	00267280	ID		20-Jan-2017		26	2	3	0
Mr.	Yasuji Ishii	08078748	NED,ND		13-Apr-2018			1	0	0

Company Remarks	<p>1. For the purpose of determining the Membership in Audit Committee / Stakeholders' Relationship Committee, all Public Limited Companies, whether listed or not, have been considered, in terms of Regulation 26(1) of SEBI LODR. &#12288;</p> <p>2. The number of membership in Audit and Stakeholders' Relationship Committee includes positions held as Chairperson. &#12288;</p> <p>3. Tenure represents completed tenure from the date of appointment in case of Independent Directors.</p>
Whether Permanent chairperson appointed	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Ganesh Lakshminarayan	C,NED	Member	01-Apr-2008	-
2	Srinivasan Sandilya	ID	Chairperson	23-Aug-2017	-
3	Parvathaneni Santhosh Kumar	ID	Member	17-May-2017	-
4	Suresh Chandra Gupta	ID	Member	23-Aug-2017	-

Company Remarks	No change in information as compared to previous quarter
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Harish Lakshman	NED	Chairperson	21-Jul-2016	-
2	Ganesh Lakshminarayan	C,NED	Member	01-Apr-2008	-
3	Anilkumar Venkat Epur	ID	Member	23-Aug-2017	-

Company Remarks	No change in information as compared to previous quarter
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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Company Remarks	Company is not within Top 100 Listed Companies as per Market Capitalization as on March 31, 2019.
Whether Permanent chairperson appointed	

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Parvathaneni Santhosh Kumar	ID	Member	17-May-2017	-
2	Srinivasan Sandilya	ID	Chairperson	23-Aug-2017	-
3	Suresh Chandra Gupta	ID	Member	23-Aug-2017	-
4	Ganesh Lakshminarayan	C,NED	Member	20-Jul-2012	-

Company Remarks	No change in information as compared to previous quarter
Whether Permanent chairperson appointed	Yes

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
23-Oct-2018	28-Jan-2019
	18-Mar-2019

Company Remarks	96 days represents time gap between the board meetings held on October 23, 2018 and January 28, 2019.
Maximum gap between any two consecutive (in number of days)	96

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	23-Oct-2018	28-Jan-2019	4	Yes
Nomination & Remuneration Committee	23-Oct-2018	18-Mar-2019	4	Yes
Stakeholders Relationship Committee	23-Oct-2018	28-Jan-2019	3	Yes

Company Remarks	96 days represent the time gap between two consecutive meetings of Audit Committee meeting and Stakeholders Relationship Committee held between October 23, 2018 to January 28, 2019. 145 days represent the time gap between two consecutive meetings of Nomination and Remuneration Committee held on October 23, 2018 and March 18, 2019.
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	96

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 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 committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
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, 2018 was placed before the board of directors at their meeting held on January 28, 2019. The report for the quarter ended March 31, 2019 will be placed at the next board meeting.

Name : Venkatraman
Designation : 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	Website
Details of business	Yes	www.ranegroup.com
Terms and conditions of appointment of	Yes	www.ranegroup.com
Composition of various committees of	Yes	www.ranegroup.com
Code of conduct of board of directors and	Yes	www.ranegroup.com
Details of establishment of vigil mechanism/	Yes	www.ranegroup.com
Criteria of making payments to non-	Yes	www.ranegroup.com
Policy on dealing with related party	Yes	www.ranegroup.com
Policy for determining 'material' subsidiaries	Not Applicable	www.ranegroup.com
Details of familiarization programs imparted	Yes	www.ranegroup.com
Contact information of the designated officials of the listed	Yes	www.ranegroup.com
email address for grievance redressal and	Yes	www.ranegroup.com
Financial results	Yes	www.ranegroup.com
Shareholding pattern	Yes	www.ranegroup.com
Details of agreements entered into with the media companies and/or	Not Applicable	
New name and the old name of the listed	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) &	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
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)	Not Applicable
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. - **Not Applicable**

Name : **Venkatraman**
Designation : **Company Secretary**