

# Rane Brake Lining Limited

CIN: L63011TN2004PLC054948



“Maithri”  
132, Cathedral Road  
Chennai 600 086  
India  
Tel : 91 044 2811 2472  
Fax: 91 044 2811 2449

## 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 Brake Lining Limited	Symbol: NSE	RBL
Quarter ended	31 <sup>st</sup> December, 2016	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 entites 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 entites including this listed entity (Refer Reg 26(1) of Listing Regulations)@
Mr.	L Ganesh	00012583	Chairman, Non- Executive, Promoter	01-Apr-08	NA	6	7	1
Mr.	Vinay Lakshman	07295820	Managing Director, Promoter	01-Oct-15	NA	1	0	0
Mr.	L Lakshman	00012554	Non- Executive, Promoter	20-Jul-15	NA	6	5	1
Mr.	Harish Lakshman	00012602	Non- Executive, Promoter	21-Jul-16	NA	4	3	2
Mr.	S Sandilya	00037542	Independent, Non- Executive	22-Jul-14	2 Yrs 5 Months	5	6	4
Mr.	Anil Kumar V Epur	00202454	Independent, Non- Executive	22-Jul-14	2 Yrs 5 Months	1	1	0
Mr.	S A Murali Prasad	00001432	Independent, Non- Executive	22-Jul-14	2 Yrs 3 Months	1	1	0
Mr.	Kazuhiro Iwata	06875329	Nominee, Non- Executive	22-Jul-14	NA	1	0	0
Mr.	S C Gupta	02085068	Independent, Non- Executive	22-Jul-14	2 Yrs 5 Months	1	1	0
Ms.	Ranjana Kumar	02930881	Independent, Non- Executive	23-Jan-15	2 Yr 11 Months	4	2	1

<sup>§</sup> PAN of any director would not be displayed on the website of Stock Exchange

<sup>^</sup> 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.

& PAN is not available since Mr.Kazuhiro Iwata is a Foreign National.

Mr. S A Murali Prasad, Non-Executive - Independent Director) retired as per the retirement policy of the Company, on attaining age of 75 years, effective from conclusion of meeting of Board of Directors held on October 25, 2016

### II. Composition of Committees

Name of Committee	Name of Committe members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) <sup>§</sup>
1. Audit Committee	S Sandilya L Ganesh S A Murali Prasad S C Gupta	Chairman,Independent, Non- Executive Non- Executive, Promoter Independent, Non- Executive Independent, Non- Executive
2. Nomination & Remuneration Committee	S Sandilya S A Murali Prasad S C Gupta L Ganesh	Chairman,Independent, Non- Executive Independent, Non- Executive Independent, Non- Executive Non - Executive, Promoter
3. Risk Management Committee		NA
4. Stakeholders' Relationship Committee	Harish Lakshman L Ganesh Anil Kumar V Epur	Chairman,Non - Executive , Promoter Non- Executive, Promoter Independent, Non- Executive

#### Remarks:

- <sup>§</sup> Category of Directors means executive/non executive/independent/Nominee. If a director fits into more than one category write all categories seperating them with Comma / hyphen
- Mr.S A Murali Prasad, Non-Executive - Independent Director ceased to be a member of Audit committee and Nomination & Remuneration Committee with effect from October 25, 2016

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)		
21-Jul-16	25-Oct-16	95 days(95 days represents time gap between the board meetings held on July 21, 2016 and October 25, 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	21-Jul-16	25-Oct-16	95	Yes (4 directors present of which 3 are Independent Directors)
Stakeholders' Relationship	-	25-Oct-16		Yes (3 directors present of which 1 is an Independent Director)
*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 b. Nomination & Remuneration Committee c.Stakeholders' Relationship Committee d.Risk management committee (applicable to top 100 listed entities)			Yes Yes Yes NA
3	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Rrequirements) 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 Rrequirements) Regulations, 2015.			Yes
5	This report and/or the report submitted in the previous quarter is being placed before Board of Directors.			Yes
Comments:				
The report of previous quarter ended September 30, 2016 was placed before the board in the meeting held on October 25, 2016. The report for the quarter ended December 31, 2016 will be placed in the ensuing board meeting.				
For Rane Brake Lining Limited Venkatraman Company Secretary Place : Chennai Date : January 6, 2017				