

Rane (Madras) Limited

CIN: L65993TN2004PLC052856



“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 Requirements) Regulations, 2015

Name of the Company	Rane (Madras) Limited	Symbol: NSE	RML
Quarter ended	30 th September, 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 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	21-Jul-06	NA	6	7	1
Mr.	L Lakshman	00012554	Non- Executive , Promoter	22-Jul-16	NA	6	5	1
Mr.	Harish Lakshman	00012602	Non- Executive , Promoter	31-Jul-15	NA	4	3	2
Mr.	M Lakshminarayan	00064750	Independent, Non- Executive	31-Jul-14	2 years 2 months	6	5	1
Mr.	Tridibesh Mukherjee	00004777	Independent, Non- Executive	31-Jul-14	2 years 2 months	4	3	0
Ms.	Anita Ramachandran	00118188	Independent, Non- Executive	31-Jul-14	2 years 2 months	2	1	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 Tridibesh 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, Promoter Non - Executive, Promoter Independent, Non- Executive
3. Risk Management Committee		NA
4. Stakeholders' Relationship Committee	L Lakshman Harish Lakshman Tridibesh 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 Comma / 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-May-16	22-Jul-16	62 days (62 days represents time gap between the board meetings held on May 20, 2016 and July 22, 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	20-May-16	22-Jul-16	62 days	Yes (3 directors present of which 2 are Independent Directors)
Nomination and Remuneration Committee	20-May-16	22-Jul-16	62 days	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.				
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 is being placed before Board of Directors.			Yes
Comments:				
The report of previous quarter ended June 30, 2016 was placed before the board in the meeting held on July 22,2016.				
The report for the quarter ended September 30, 2016 will be placed in the ensuing board meeting.				
Name & Designation				
<p>S Subha Shree Company Secretary Place : Chennai Date : October 13, 2016</p>				
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

ANNEXURE - III

Format for Six Months ended September 30, 2016

I. Affirmations

Sl. No	Particulars	Regulation Number	Compliance Status (Yes/No/NA)
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting.	19(3)	Yes
4	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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.

Name & Designation

S Subha Shree
Company Secretary
Place : Chennai
Date : October 13, 2016