

**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	31st March, 2017	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.	Ganesh Lakshminarayan	00012583	Chairman, Non - Executive Director	21/07/2006	NA	6	7	0
Mr.	Lakshman Lakshminarayan	00012554	Non - Executive Director	22/07/2016	NA	6	5	1
Mr.	Harish Lakshman	00012602	Non - Executive Director	31/07/2015	NA	4	3	2
Mr.	Muthuswami Lakshminarayan	00064750	Non - Executive Director, Independent Director	31/07/2014	2 Years 8 Months	6	5	1
Mr.	Tridibesh Mukherjee	00004777	Non - Executive Director, Independent Director	31/07/2014	2 Years 8 Months	4	3	0
Ms.	Anita Ramachandran	00118188	Non - Executive Director, Independent Director	31/07/2014	2 Years 8 Months	2	1	0
Mr.	Pradip Kumar Bishnoi	00732640	Non - Executive Director, Independent Director	24/10/2016	5 Months	1	0	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 Committe members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)\$
1. Audit Committee	Lakshman Lakshminarayan Muthuswami Lakshminarayan Tridibesh Mukherjee	Non - Executive Director Non - Executive Director, Independent Director Non - Executive Director, Independent Director
2. Nomination and Remuneration Committee	Ganesh Lakshminarayan Lakshman Lakshminarayan Anita Ramachandran Muthuswami Lakshminarayan	Chairman, Non - Executive Director Non - Executive Director Non - Executive Director, Independent Director Non - Executive Director , Independent Director
3. Risk Management Committee		N A
4. Stakeholders Relationship Committee	Lakshman Lakshminarayan Harish Lakshman Tridibesh Mukherjee	Non - Executive Director Non - Executive Director Non - Executive Director, Independent Director

Remarks:

1) &amp; 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(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)		
24-Oct-16	20-Mar-17 23-Jan-17	90		
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	23-Jan-17	Yes	24-Oct-16	90
Stakeholders Relationship Committee	20-Mar-17	Yes		
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 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 23, 2017.				
The report for the quarter ended March 31, 2017 will be placed in the ensuing board meeting				
For Rane (Madras) Limited S Subha Shree Company Secretary				

**ANNEXURE II**

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

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	
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	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Not Applicable
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes
<b>III Affirmations:</b>		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - <b>Yes</b>		
<b>Name</b>	: S Subha Shree	
<b>Designation</b>	: Company Secretary	