

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - Rane (Madras) 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)	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.	Ganesh Lakshminarayan	00012583	C & NED	21-Jul-2006			6	7	0
Mr.	Lakshman Lakshminarayan	00012554	NED	25-Jul-2018			6	5	1
Mr.	Harish Lakshman	00012602	NED	24-Aug-2017			5	3	2
Mr.	Muthuswami Lakshminarayan	00064750	ID	24-Aug-2017		19	6	8	1
Mr.	Pradip Kumar Bishnoi	00732640	ID	24-Oct-2016		29	2	4	1
Ms.	Anita Ramachandran	00118188	ID	24-Aug-2017		19	5	8	1

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.</p> <p>2. The number of membership in Audit and Stakeholders' Relationship Committee includes positions held as Chairperson.</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	Anita Ramachandran	ID	Member	22-Jan-2019	-
2	Muthuswami Lakshminarayan	ID	Member	24-Aug-2017	-
3	Lakshman Lakshminarayan	NED	Member	25-Jul-2018	-
4	Pradip Kumar Bishnoi	ID	Chairperson	05-Aug-2017	-

Company Remarks	<p>1. Ms. Anita Ramachandran is appointed as a member of ACM on account of Re constitution of the Audit Committee w.e.f. January 22, 2019</p> <p>2. Mr. Muthuswami Lakshminarayan ceased to be a Chairperson of the Audit Committee w.e.f. January 22, 2019 and continues to be a member of the Committee.</p> <p>3. Mr. Pradip Kumar Bishnoi has been elected as Chairperson of the Audit Committee w.e.f. January 22, 2019.</p>
Whether Permanent chairperson appointed	Yes

**b. Stakeholders Relationship Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Pradip Kumar Bishnoi	Id	Member	22-Jan-2019	-
2	Lakshman Lakshminarayan	Ned	Chairperson	25-Jul-2018	-
3	Harish Lakshman	Ned	Member	24-Aug-2017	-
4	Anita Ramachandran	Id	Member	05-Aug-2017	22-Jan-2019

Company Remarks	1.Ms. Anita Ramachandran ceased to be a member of SRC w.e.f January 22, 2019.  2. Mr. Pradip Kumar Bishnoi inducted as a Member of the Stakeholders Relationship Committee at the Board Meeting held on January 22, 2019.
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	Not applicable
Whether Permanent chairperson appointed	

**d. Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Muthuswami Lakshminarayan	Id	Chairperson	24-Aug-2017	-
2	Lakshman Lakshminarayan	Ned	Member	25-Jul-2018	-
3	Ganesh Lakshminarayan	C & Ned	Member	17-Mar-2008	-
4	Anita Ramachandran	Id	Member	24-Aug-2017	-

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
25-Oct-2018	22-Jan-2019
	21-Mar-2019

Company Remarks	88 days gap between the two Board Meeting held on October 25, 2018 and January 22, 2019.
Maximum gap between any two consecutive (in number of days)	88

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	25-Oct-2018	22-Jan-2019	3	Yes
Stakeholders Relationship Committee	25-Oct-2018	22-Jan-2019	3	Yes

Company Remarks	88 days gap between Audit Committee & Stakeholders Relationship Committee held on October 25, 2018 and January 22, 2019.
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	88

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
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 at their meeting held on January 22, 2019. The report for the quarter ended March 31, 2019 will be placed at the ensuing board meeting.**

**Name : Subha Shree S**  
**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)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status</b>	<b>Website</b>
Details of business	Yes	www.ranegroup.com
Terms and conditions of appointment of independent	Yes	www.ranegroup.com
Composition of various committees of board of directors	Yes	www.ranegroup.com
Code of conduct of board of directors and senior	Yes	www.ranegroup.com
Details of establishment of vigil mechanism/ Whistle	Yes	www.ranegroup.com
Criteria of making payments to non-executive directors	Yes	www.ranegroup.com
Policy on dealing with related party transactions	Yes	www.ranegroup.com
Policy for determining 'material' subsidiaries	Yes	www.ranegroup.com
Details of familiarization programs imparted to independent	Yes	www.ranegroup.com
Contact information of the designated officials of the listed entity who are responsible for assisting and	Yes	www.ranegroup.com
email address for grievance redressal and other relevant	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 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>
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) & (8)	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)	Yes
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. - **Yes**

**Name** : **S Subha Shree**  
**Designation** : **Company Secretary**