

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-2020**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/S takeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/S takeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	GANESH LAKSHMINARAYAN	00012583	C & NED		31-Mar-2004	21-Jul-2006			18-Mar-1954	NA		6	2	7	0	NRC	
Mr.	LAKSHMAN LAKSHMINARAYAN	00012554	NED		31-Mar-2004	25-Jul-2018			17-Jul-1946	NA		5	1	5	3	AC, SC, NRC	
Mr.	HARISH LAKSHMAN	00012602	NED		31-Mar-2004	24-Jul-2019			12-Feb-1974	NA		5	1	2	1	SC	
Mr.	MUTHUSWAMI LAKSHMINARAYAN	00064750	ID		21-Jul-2008	24-Aug-2017		68	07-Sep-1946	NA		7	7	9	3	AC, NRC	Tenure represents completed tenure from the date of appointment in the first term under the Companies Act, 2013, i.e. July 31, 2014.. Tenure represents

																	completed tenure from the date of appointment in the first term under the Companies Act, 2013, i.e. July 31, 2014.
Mr.	PRADIP KUMAR BISHNOI	00732640	ID		24-Oct-2016	24-Oct-2016		41	03-Jul-1951	NA		3	3	4	1	AC,SC	Tenure represents completed tenure from the date of appointment in the first term under the Companies Act, 2013..Tenure represents completed tenure from the date of appointment in the first term under the Companies Act, 2013.
Mrs.	ANITA RAMACHANDRAN	00118188	ID		15-Oct-2012	24-Aug-2017		68	28-Apr-1955	NA		4	4	6	0	AC,NR C	Tenure represents completed tenure from the date of appointment in the first term under the Companies Act, 2013, i.e. July 31, 2014..Tenure represents completed tenure from the date of appointment in the first term under the Companies Act, 2013, i.e. July 31, 2014.

Company Remarks	<p>1. For the purpose of determining the Membership in Audit Committee (AC) / Stakeholders' Relationship Committee (SRC), all Public Limited Companies, whether listed or not, have been considered, in terms of Regulation 26(1) of SEBI LODR. n 2. The number of membership in AC and SRCn includes positions held as Chairperson. n3. For the purpose of Reg. 17A(1) of SEBI LODR - Directorship in debt listed entities, if any, have also been considered.</p>
-----------------	---

Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	ANITA RAMACHANDRAN	ID	Member	22-Jan-2019	
2	MUTHUSWAMI LAKSHMINARAYAN	ID	Member	28-May-2009	
3	LAKSHMAN LAKSHMINARAYAN	NED	Member	16-May-2005	
4	PRADIP KUMAR BISHNOI	ID	Chairperson	05-Aug-2017	

Company Remarks	Committee Details same as previous quarter.
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	PRADIP KUMAR BISHNOI	ID	Member	22-Jan-2019	
2	LAKSHMAN LAKSHMINARAYAN	NED	Chairperson	16-May-2005	
3	HARISH LAKSHMAN	NED	Member	16-May-2005	

Company Remarks	Committee Details same as previous quarter. Committee Details same as previous quarter. Committee Details same as previous quarter.
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
----------------	-----------------------------	-----------------	-------------------------------	-------------------------	-----------------------

Company Remarks	
Whether Permanent chairperson appointed	

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	LAKSHMAN LAKSHMINARAYAN	NED	Member	17-Mar-2008	
2	GANESH LAKSHMINARAYAN	C & NED	Member	17-Mar-2008	
3	ANITA RAMACHANDRAN	ID	Member	31-Jul-2014	
4	MUTHUSWAMI LAKSHMINARAYAN	ID	Chairperson	22-May-2014	

Company Remarks	Committee Details same as 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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
21-Oct-2019	21-Jan-2020	Yes	6	3
	17-Mar-2020	Yes	6	3

Company Remarks	91 days gap between the two Board Meetings held on October 21, 2019 and January 21, 2020.
Maximum gap between any two consecutive (in number of days)	91

iv. **MeetingofCommittees**

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	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	21-Oct-2019	21-Jan-2020	Yes	4	3
Stakeholders Relationship Committee	21-Oct-2019	21-Jan-2020	Yes	3	1
Nomination & Remuneration Committee	21-Oct-2019	21-Jan-2020	Yes	4	2

Company Remarks	91 days gap between Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee meeting held on October 21, 2019 and January 21, 2020
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	91

v. **RelatedPartyTransactions**

Subject	Compliance status(Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
WhetherdetailsofRPTenteredintopursuanttoomnibusapprovalhavebeenreviewedbyAuditCommittee	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 December 31, 2019 was placed before the board at their meeting held on January 21, 2020. The report for the quarter ended March 31, 2020 will be placed at the next board meeting.

Name : **S Subha Shree**
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 (Yes/No/NA)	Website
As per regulation 46(2) of the LODR:		
Details of business	Yes	www.ranegroup.com
Terms and conditions of appointment	Yes	www.ranegroup.com
Composition of various committees of	Yes	www.ranegroup.com
Code of conduct of board of	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	
Details of familiarization programs imparted	Yes	www.ranegroup.com
Email address for grievance redressal and other relevant details entity who are	Yes	www.ranegroup.com
Contact information of the designated	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	
Schedule of analyst or institutional investor meet and presentations made by the listed	Yes	www.ranegroup.com
New name and the old name of the listed	Not Applicable	
Advertisements as per regulation 47 (1)	Yes	www.ranegroup.com
Credit rating or revision in credit rating	Yes	www.ranegroup.com
Separate audited financial statements of	Not Applicable	
As per other regulations of the LODR:		
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.ranegroup.com
Materiality Policy as per Regulation 30	Yes	www.ranegroup.com
Dividend Distribution policy as per Regulation 43A (as applicable)	Not Applicable	
It is certified that these contents on the	Yes	www.ranegroup.com

II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)
<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), 17(1A) & 17(1B)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Quorum of Board meeting</i>	17(2A)	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 & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of Board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable
<i>Meeting of Risk Management Committee</i>	22	Not Applicable

<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(Yes
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Not Applicable
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable
<i>Other Corporate Governance requirements with</i>	24(2),(3),(4),(5)&(6)	Not Applicable
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable
<i>Maximum Tenure</i>	25(2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes
<i>D & O Insurance for Independent</i>	25(10)	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

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