

**Name of the Company : Rane (Madras) Limited**

**Quarter ending on : 31-Mar-2015**

<b>Particulars</b>	<b>Clause of Listing agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
<b>I. Board of Directors</b>	49 II	-	-
(A) Composition of Board	49 II A	Yes	-
(B) Independent Directors	49 II B	Yes	-
(C) Non-executive Directors compensation & disclosures	49 II C	Yes	Disclosed in the Annual Report 2013-14
(D) Other provisions as to Board and Committees	49 II D	Yes	-
(E) Code of Conduct	49 II E	Yes	CEO's declaration regarding compliance is furnished in the Annual Report 2013-14
(F) Whistle Blower Policy	49 II F	Yes	The Company has established a formal whistle blower policy and the same has been hosted in the website of the Company.
<b>II. Audit Committee</b>	49 III	-	-
(A) Qualified & Independent Audit Committee	49 III A	Yes	-
(B) Meeting of Audit Committee	49 III B	Yes	-
(C) Powers of Audit Committee	49 III C	Yes	-
(D) Role of Audit Committee	49 III D	Yes	-
(E) Review of Information by Audit Committee	49 III E	Yes	-
<b>III. Nomination and Remuneration Committee</b>	49 IV	Yes	Nomination and Remuneration Committee has been constituted by the Company. The Committee comprises of four Non-Executive Directors of which three are Independent Directors. The Chairman of the Committee is an

			Independent Director.
<b>IV. Subsidiary Companies</b>	49 V	NA	-
<b>V. Risk Management</b>	49 VI	Yes	The Company has established a system to review risk management and risk mitigation plan for periodical review by the Audit Committee and the Board.
<b>VI. Related Party Transactions</b>	49 VII	Yes	The Company has formulated a policy on the materiality of Related Party Transactions and also on dealing with Related Party Transactions. All Related Party Transactions of the Company are subject to the approval of the Audit Committee.
<b>VII. Disclosures</b>	49 VIII	-	-
(A) Related party transactions	49 VIII A	Yes	During the quarter ended March 31, 2015, the Company has not entered into any material transaction with the Related Parties. The policy on dealing with the Related Party Transactions has been disclosed in the website of the Company.
(B) Disclosure of Accounting Treatment	49 VIII B	Yes	-
(C) Remuneration of Directors	49 VIII C	Yes	Disclosed in the Annual Report 2013-14
(D) Management	49 VIII D	Yes	-
(E) Shareholders	49 VIII E	Yes	-
(I) Proceeds from public issues, rights issue, preferential issues, etc	49 VIII I	NA	-

<b>III. CEO/CFO Certification</b>	49 IX	Yes	CEO/ CFO have furnished certificate to the Board for the year 2013-14.
<b>IX. Report on Corporate Governance</b>	49 X	Yes	Separate section on Corporate Governance Report was included in the Annual report 2013-14.
<b>X. Compliance</b>	49 XI	Yes	Statutory Auditor's certificate forms part of Annual Report 2013-14. Disclosure relating to compliance with all mandatory requirements and extent of compliance with non-mandatory requirements are furnished in Corporate Governance Report for the year 2013-14.