

Rane (Madras) Limited



“Maithri”
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Quarterly Compliance Report on Corporate Governance (Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

Name of the Company	Rane (Madras) Limited	Symbol: NSE	RML
Quarter ended	31 st December, 2015	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 entities including this listed entity (Refer Reg 26(1) of Listing Regulations) [@]
Mr.	L Ganesh	00012583	Chairman, Non- Executive, Promoter	21 st July, 2006	NA	6	5	1
Mr.	L Lakshman	00012554	Non- Executive , Promoter	31 st July, 2014	NA	5	4	1
Mr.	Harish Lakshman	00012602	Non- Executive , Promoter	31 st July, 2015	NA	4	1	2
Mr.	T Mukherjee	00004777	Independent, Non- Executive	31 st July, 2014	1 yr 5 months	4	3	0
Mr.	M Lakshminarayan	00064750	Independent, Non- Executive	31 st July, 2014	1 yr 5 months	5	3	1
Ms.	Anita Ramachandran	00118188	Independent, Non- Executive	31 st July, 2014	1 yr 5 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.

[@]The limit for membership and chairmanship has been considered based on last available declaration from individual directors.

II. Composition of Committees

Name of Committee	Name of Committe members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) [§]
1.Audit Committee (Refer remark 1)	M Lakshminarayan L Lakshman T 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 Director, Promoter Non - Executive Director, Promoter Independent, Non- Executive
3.Risk Management Committee	NA	NA
4.Stakeholders Relationship Committee	L Lakshman Harish Lakshman T Mukherjee	Chairman,Non - Executive , Promoter Non - Executive Director, Promoter Independent, Non- Executive

Remarks:

1) Anita Ramachandran was co-opted as member of the Audit Committee only for its meeting held on 20th October, 2015.

2) [§] Category of Directors means executive/non executive/independent/Nominee.if a director fits into more than one category write all categories seperating them with 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)		
31 st July, 2015	20 th October, 2015	81 days		
20 th October, 2015	28 th December, 2015	69 days		
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	31 st July, 2015	20 th October, 2015	81 days	Yes
Nomination & Remuneration Committee	31 st July 2015	NIL	NA	Yes
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.				
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:				
Compliances after 1st December, 2015 are in accordance with SEBI LODR. Compliances for the period 1st Oct- 30th Nov, 2015 are as per the clause 49 of the listing agreement. The affirmations mentioned above are to be construed accordingly. This being the first report after commencement of the regulations, will be placed at the ensuing meeting.				
Name & Designation				
S Subha Shree Company Secretary Place : Chennai Date : 13 th January, 2016				
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.				