

**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-2023

**i. Composition Of Board Of Director**

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	Whether the director is disqualified?	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to Regulation 17A (1)]	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	Membership in Committees of the Company
Mr.	GANESH LAKSHMINARAYAN	00012583	C,NED	31-Mar-2004	29-Jun-2022			18-Mar-1954	No	Active	NA	5	1	7	1	AC,RC
Mr.	HARISH LAKSHMAN	00012602	NED	31-Mar-2004	20-Jul-2021			12-Feb-1974	No	Active	NA	5	1	4	2	SC,RC, NRC
Mr.	PRADIP KUMAR BISHNOI	00732640	ID	24-Oct-2016	20-Jul-2021		77	03-Jul-1951	No	Active	NA	4	4	4	1	AC,SC, RC,NRC
Mr.	N RAMESH RAJAN	01628318	ID	21-May-2021	21-May-2021		22	05-Jul-1957	No	Active	NA	5	5	7	4	AC,SC, NRC
Mr.	SRINIVASAN SANDILYA	00037542	ID	21-May-2021	21-May-2021	16-Mar-2023	21	11-Apr-1948	No	Active	No	1	1	2	1	AC,NRC
Mrs.	VASUDHA SUNDARARAMAN	06609400	ID	29-Jun-2022	29-Jun-2022		9	10-Nov-1957	No	Active	NA	2	2	2	0	AC
Mr.	VIKRAM TARANATH HOSANGADY	09757469	NED	16-Mar-2023	16-Mar-2023		0	03-Sep-1973	No	Active	NA	2	1	0	0	

Company Remarks	Mr. S Sandilya retired, in accordance with the policy of the Company, as an Independent director effective close of business hours on March 16, 2023, before attaining the age of 75 years. Hence no requirement for approval through Special Resolution.
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Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

**ii. Composition of Committees**

**a. Audit Committee**

<b>Sr. No.</b>	<b>Name of Committee members</b>	<b>Category</b>	<b>Chairperson/Member</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1	PRADIP KUMAR BISHNOI	ID	Chairperson	05-Aug-2017	
2	N RAMESH RAJAN	ID	Member	29-Jun-2021	
3	GANESH LAKSHMINARAYAN	C,NED	Member	29-Jun-2021	
4	SRINIVASAN SANDILYA	ID	Member	30-Jun-2022	16-Mar-2023
5	VASUDHA SUNDARARAMAN	ID	Member	16-Mar-2023	

Company Remarks	1. The composition of Risk management Committee in addition to directors includes below mentioned senior managerial personnel as member: 1) Gowri Kailasam - President & Manager 2) D Sundar - President
Whether Regular chairperson appointed	Yes

**b. Stakeholders Relationship Committee**

<b>Sr. No.</b>	<b>Name of Committee members</b>	<b>Category</b>	<b>Chairperson/Member</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1	HARISH LAKSHMAN	NED	Chairperson	29-Jun-2021	
2	N RAMESH RAJAN	ID	Member	29-Jun-2021	
3	PRADIP KUMAR BISHNOI	ID	Member	22-Jan-2019	

Whether Regular chairperson appointed	Yes
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**c. Risk Management Committee**

<b>Sr. No.</b>	<b>Name of Committee members</b>	<b>Category</b>	<b>Chairperson/Member</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1	GANESH LAKSHMINARAYAN	C,NED	Chairperson	01-Jun-2021	
2	HARISH LAKSHMAN	NED	Member	01-Jun-2021	
3	PRADIP KUMAR BISHNOI	ID	Member	01-Jun-2021	

Whether Regular chairperson appointed	Yes
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**d. Nomination and Remuneration Committee**

<b>Sr. No.</b>	<b>Name of Committee members</b>	<b>Category</b>	<b>Chairperson/Member</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1	N RAMESH RAJAN	ID	Chairperson	30-Jun-2022	
2	SRINIVASAN SANDILYA	ID	Member	29-Jun-2021	16-Mar-2023
3	PRADIP KUMAR BISHNOI	ID	Member	16-Mar-2023	
4	HARISH LAKSHMAN	NED	Member	29-Jun-2021	

Whether Regular chairperson appointed	Yes
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iii. **Meeting of Board of Directors**

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
21-Oct-2022	Yes	6	6	4
08-Feb-2023	Yes	6	5	3
16-Mar-2023	Yes	6	6	4

Maximum gap between any two consecutive (in number of days)	109
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iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	21-Oct-2022	Yes	4	4	3	0
Audit Committee	08-Feb-2023	Yes	4	3	2	0
Nomination & Remuneration Committee	08-Feb-2023	Yes	3	2	1	0
Nomination & Remuneration Committee	16-Mar-2023	Yes	3	3	2	0
Risk Management Committee	16-Mar-2023	Yes	3	3	1	1

Company Remarks	2 members (other than Directors) attended the meeting of Risk Management Committee.
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	109

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
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 1000 listed entities) - **Yes**
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:

<b>The report of previous quarter ended December 31, 2022 was placed before the Board at their meeting held on February 08, 2023. The report for the quarter ended March 31, 2023 will be placed at the ensuing Board meeting.</b>
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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)

Item	Compliance status	Website
<b>As per regulation 46(2) of the LODR:</b>		
Details of business	Yes	<a href="https://ranegroup.com/rml-steering-and-linkage-business/">https://ranegroup.com/rml-steering-and-linkage-business/</a>
Terms and conditions of appointment of independent directors	Yes	<a href="https://ranegroup.com/investors/rane-madras-limited-2/?rml-cor-5">https://ranegroup.com/investors/rane-madras-limited-2/?rml-cor-5</a>
Composition of various committees of board of directors	Yes	<a href="https://ranegroup.com/investors/rane-madras-limited-2/#RML_Board_Committee">https://ranegroup.com/investors/rane-madras-limited-2/#RML_Board_Committee</a>
Code of conduct of board of directors and senior management personnel	Yes	<a href="https://ranegroup.com/investors/rane-madras-limited-2/?rml-cor-5">https://ranegroup.com/investors/rane-madras-limited-2/?rml-cor-5</a>
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="https://ranegroup.com/investors/rane-madras-limited-2/?rml-cor-5">https://ranegroup.com/investors/rane-madras-limited-2/?rml-cor-5</a>
Criteria of making payments to non-executive directors	Yes	<a href="https://ranegroup.com/investors/rane-madras-limited-2/?rml-cor-5">https://ranegroup.com/investors/rane-madras-limited-2/?rml-cor-5</a>
Policy on dealing with related party transactions	Yes	<a href="https://ranegroup.com/investors/rane-madras-limited-2/?rml-cor-5">https://ranegroup.com/investors/rane-madras-limited-2/?rml-cor-5</a>
Policy for determining 'material' subsidiaries	Yes	<a href="https://ranegroup.com/investors/rane-madras-limited-2/?rml-cor-5">https://ranegroup.com/investors/rane-madras-limited-2/?rml-cor-5</a>
Details of familiarization programs imparted to independent directors	Yes	<a href="https://ranegroup.com/investors/rane-madras-limited-2/?rml-cor-5">https://ranegroup.com/investors/rane-madras-limited-2/?rml-cor-5</a>

Item	Compliance status	Website
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://ranegroup.com/investors/rane-madras-limited-2/?rml-con-1">https://ranegroup.com/investors/rane-madras-limited-2/?rml-con-1</a>
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details	Yes	<a href="https://ranegroup.com/investors/rane-madras-limited-2/?rml-con-1">https://ranegroup.com/investors/rane-madras-limited-2/?rml-con-1</a>
Financial results	Yes	<a href="https://ranegroup.com/investors/rane-madras-limited-2/?rml-fin-3">https://ranegroup.com/investors/rane-madras-limited-2/?rml-fin-3</a>
Shareholding pattern	Yes	<a href="https://ranegroup.com/investors/rane-madras-limited-2/?rml-cor-2">https://ranegroup.com/investors/rane-madras-limited-2/?rml-cor-2</a>
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 entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	<a href="https://ranegroup.com/investors/rane-madras-limited-2/?rml-inv-1">https://ranegroup.com/investors/rane-madras-limited-2/?rml-inv-1</a>
New name and the old name of the listed entity	Not Applicable	
Advertisements as per regulation 47 (1)	Yes	<a href="https://ranegroup.com/investors/rane-madras-limited-2/#rml-inf-stk">https://ranegroup.com/investors/rane-madras-limited-2/#rml-inf-stk</a>
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Yes	<a href="https://ranegroup.com/investors/rane-madras-limited-2/?rml-fin-6">https://ranegroup.com/investors/rane-madras-limited-2/?rml-fin-6</a>
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	<a href="https://ranegroup.com/investors/rane-madras-limited-2/?rml-fin-5">https://ranegroup.com/investors/rane-madras-limited-2/?rml-fin-5</a>
<b>As per other regulations of the LODR:</b>		
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="https://ranegroup.com/investors/rane-madras-limited-2/">https://ranegroup.com/investors/rane-madras-limited-2/</a>
Materiality Policy as per Regulation 30	Yes	<a href="https://ranegroup.com/investors/rane-madras-limited-2/?rml-cor-5">https://ranegroup.com/investors/rane-madras-limited-2/?rml-cor-5</a>
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	<a href="https://ranegroup.com/investors/rane-madras-limited-2/?rml-cor-5">https://ranegroup.com/investors/rane-madras-limited-2/?rml-cor-5</a>
It is certified that these contents on the website of the listed entity are correct.	Yes	Yes

## II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)
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), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	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
Recommendation of Board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of nomination & remuneration committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of stakeholder relationship committee	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7)	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
Disclosure of related party transactions on consolidated basis	23(9)	Yes
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)	Not Applicable
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Not Applicable
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	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**

**ANNEXURE IV**

**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to**

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them	Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them
0	0	0	0	0	0	0	0

**(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0
KMPs or any other entity controlled by them	NA	0	0

**(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0
KMPs or any other entity controlled by them	NA	0	0

**(D) If the Listed Entity would like to provide any other information the same may be indicated here -NIL**

Affirmations
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

<p><b>Name:</b> B Gnanasambandam  <b>Designation:</b> Chief Financial Officer  <b>Place:</b> Chennai  <b>Date:</b> 17-Apr-2023</p>
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