# **Integrated Governance**

## **RANE HOLDINGS LIMITED**

# General information about company

Scrip code	505800	
NSE Symbol	RANE	HOLDIN
MSEI Symbol	NOTLI	STED
ISIN	INE384	4A01010
Date of start of financial year	01-04-	2024
Date of end of financial year	31-03-	2025
Reporting Quarter Type	Yearly	
Date of Quarter Ending	31-03-	2025
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	false	There was no event of acquisition of shares or voting rights in any unlisted company during the quarter ended on March 31, 2025.
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	true	
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	true	
Risk management committee	true	
Market Capitalisation as per immediate previous Financial Year	Top 20	00 listed entities
Is SCORE ID Available ?	true	
SCORE Registration ID	r00081	
Reason For No SCORE ID		
Type of Submission	Origina	
Remarks (website dissemination)		

#### Annexure I

									I. C	ompos	ition of Bo	ard of Dir	ectors										
Disc	losure of note	es on composition of b	ooard of direct	ors explanate	ory								Tex	tual Informatio	n(1)								
۷he	ther the liste	d entity has a Regular	Chairperson											true									
Vhe	ther Chairpe	rson is related to MD	or CEO			true	ue Disqualification of Directors under section 164 of the Companies Act, 2013																
Sr no.	Title(Mr/Ms)	Name of the Director	Category 1 of directors	of	3 of	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution t passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re- appointment	Date of cessation	Tenure of director(in months)	entities including this listed entity(Refer Regulation 17A of Listing	Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of	Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing	a méléi a a	Reason for Cessation	Notes for not providing PAN	no
1	Mr	GANESH LAKSHMINARAYAN	Executive Director	Chairperson related to Promoter		false				Active	NA		26-06-1986	04-08-2023			5	1	8	2			
2		HARISH LAKSHMAN		Not Applicable		false				Active	NA		19-05-2004	02-08-2024			7	3	5	2			
3	Mr	RAJEEV GUPTA	Non- Executive - Independent Director			false				Active	NA		31-08-2017	29-06-2022		91	5	4	3	1			
4	Mrs	BRINDA JAGIRDAR	Non- Executive - Independent Director	Not Applicable		false				Active	NA		12-05-2023	12-05-2023		22	2	2	5	1			
5	Mr	PRADIP KUMAR BISHNOI	Non- Executive - Independent Director			false				Active	NA		08-08-2019	02-08-2024		67	5	5	8	1			
6	Mr	M M MURUGAPPAN	Non- Executive - Independent Director			false				Active	NA		02-08-2024	02-08-2024		7	4	1	3	2			

#### **Text Block**

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. 2. The number of membership in Audit and Stakeholders' Relationship Committee includes positions held as Chairperson. 3. For the purpose of Reg. 17A(1) of SEBI LODR - Directorship in debt listed entities, if any, have been excluded.

#### Annexure I

II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

#### **Text Block**

Textual Information(1) 1. Risk Management Committee of the Company in addition to Directors includes Dr. P A Padmanabhan - President (Finance) a Senior Managerial Personnel as its Member.

#### **Audit Committee Details**

Whe	ther the Audit Committee has a Regular Chairperson					true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

1	PRADIP KUMAR BISHNOI	Non-Executive - Independent Director	Chairperson	13-05-2023	
2	GANESH LAKSHMINARAYAN	Executive Director	Member	05-04-2001	
3	RAJEEV GUPTA	Non-Executive - Independent Director	Member	27-05-2019	
4	BRINDA JAGIRDAR	Non-Executive - Independent Director	Member	03-08-2024	

#### Nomination and remuneration committee

Whe	ether the Nomination and remuneration committee has	s a Regular Chairperson				true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	M M MURUGAPPAN	Non-Executive - Independent Director	Chairperson	03-08-2024		
2	PRADIP KUMAR BISHNOI	Non-Executive - Independent Director	Member	08-08-2019		
3	BRINDA JAGIRDAR	Non-Executive - Independent Director	Member	13-05-2023		

## **Stakeholders Relationship Committee**

Whether the Stakeholders Relationship Committee has a Regular Chairperson								
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks		
1	BRINDA JAGIRDAR	Non-Executive - Independent Director	Chairperson	13-05-2023				
2	GANESH LAKSHMINARAYAN	Executive Director	Member	27-05-2014				
3	HARISH LAKSHMAN	Executive Director	Member	27-05-2021				

# **Risk Management Committee**

Whether the Risk Management Committee has a Regular Chairperson								
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks		
1	GANESH LAKSHMINARAYAN	Executive Director	Chairperson	01-06-2021				
2	HARISH LAKSHMAN	Executive Director	Member	01-06-2021				
3	PRADIP KUMAR BISHNOI	Non-Executive - Independent Director	Member	03-08-2024				
4	P A PADMANABHAN	President - Finance	Member	01-06-2021		Textual Information(1)		

#### **Text Block**

Textual Information(1)	Mr. P A Padmanabhan - President (Finance), a Senior Managerial Personnel, non-board member is a Member of the Committee hence DIN not applicable.
Textual Information(1)	will 1717 defind harrier 17 resident (1 indines), a center managenary ersember, non beard member of the centrifice hence but not applicable.

# **Corporate Social Responsibility Committee**

Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	GANESH LAKSHMINARAYAN	Executive Director	Chairperson	26-03-2014			
2	HARISH LAKSHMAN	Executive Director	Member	27-05-2021			
3	BRINDA JAGIRDAR	Non-Executive - Independent Director	Member	13-05-2023			

#### Annexure I

	III. Meeting of Board of Directors									
D	Disclosure of notes on meeting of board of directors explanatory									
S	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	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*			
1	05-11-2024			true	6	6	4			

2 06-02-2025 92	true 6	5	3
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#### Annexure I

	IV. Meeting of Committees									
Di	sclosure of notes on meeting of committees explanatory								Textual II	nformation(1)
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)		Reson for not providing date	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)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	05-11-2024				true	4	3	3	0
2	Audit Committee	06-02-2025				true	4	4	3	0
	Risk Management Committee	21-03-2025				true	3	2	1	0
	Nomination and remuneration committee	06-02-2025				true	3	3	3	0

#### Text Block

Textual Information(1)	1) There was no meeting of Nomination & Remuneration Committee during the quarter ended December 31, 2024. Previous meeting of the Nomination & Remuneration Committee was held on August 02, 2024. 2) There was no meeting of Risk Management Committee during the quarter ended December 31, 2024. Previous meeting of the Risk Management Committee
	was held on August 30, 2024.

#### Annexure I

	V. Affirmations				
Sı	Subject	Compliance status (Yes/No)			
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	true			
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true			
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true			
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true			
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	Yes			
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true			
7	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.	true			
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true			
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)			

## **Text Block**

Textual Information(1)	The report of previous quarter ended December 31, 2024 was placed before the Board at their meeting held on February 06, 2025. The report for the quarter ended March 31, 2025 will be
Textual Information(1)	placed at the ensuing Board meeting.

#### Annexure I

Sr	Subject	Compliance status	
1	Name of signatory	Siva Chandrasekaran	
2	Designation	Company Secretary	

# **Details of Cyber security incidence**

## Annexure II

Annexure II to be submitted by listed ent	•		
I. Disclosure or	website in terms of Listi	ng Regulations	
Sr Item	Compliance status (Yes/No/NA)	If status is "Noâ€□ details of non- compliance may be given here.	Web address
1 Details of business	Yes		https://ranegroup.com/businesses/rane-holdings-limited/
2 Terms and conditions of appointment of independent directors	Yes		https://ranegroup.com/investors/rane-holdings-limited/?rhl-cor-5
3 Composition of various committees of board of directors	Yes		https://ranegroup.com/investors/rane-holdings- limited/#RHL_Board_Committee
4 Code of conduct of board of directors and senior management personnel	Yes		https://ranegroup.com/investors/rane-holdings-limited/?rhl-cor-5
5 Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://ranegroup.com/investors/rane-holdings-limited/?rhl-cor-5
6 Criteria of making payments to non-executive directors	Yes		https://ranegroup.com/investors/rane-holdings-limited/?rhl-cor-5
7 Policy on dealing with related party transactions	Yes		https://ranegroup.com/investors/rane-holdings-limited/?rhl-cor-5
8 Policy for determining †material†subsidiaries	Yes		https://ranegroup.com/investors/rane-holdings-limited/?rhl-cor-5
9 Details of familiarization programmes imparted to independent directors	Yes		https://ranegroup.com/investors/rane-holdings-limited/?rhl-cor-5
10 Email address for grievance redressal and other relevant details	Yes		https://ranegroup.com/investors/rane-holdings-limited/?rhl-con-1
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://ranegroup.com/investors/rane-holdings-limited/?rhl-con-1
12 Financial results	Yes		https://ranegroup.com/investors/rane-holdings-limited/?rhl-fin-3
13 Shareholding pattern	Yes		https://ranegroup.com/investors/rane-holdings-limited/?rhl-cor-2
14 Details of agreements entered into with the media companies and/or their associates	NA		
15.1 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		
15.2 Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		https://ranegroup.com/investors/rane-holdings-limited/?rhl-inv-1
16 New name and the old name of the listed entity	NA		
17 Advertisements as per regulation 47 (1)	Yes		https://ranegroup.com/investors/rane-holdings-limited/#rhl-inf-stk
18 Credit rating or revision in credit rating obtained	Yes		https://ranegroup.com/investors/rane-holdings-limited/?rhl-fin-6
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://ranegroup.com/investors/rane-holdings-limited/?rhl-fin-5
20 Secretarial Compliance Report	Yes		https://ranegroup.com/wp- content/uploads/2024/05/RHL_ASCR_202324_SD.pdf
21 Materiality Policy as per Regulation 30 (4)	Yes		https://ranegroup.com/investors/rane-holdings-limited/?rhl-cor-5
Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://ranegroup.com/investors/rane-holdings-limited/?rhl-con-5
23 Disclosures under regulation 30(8)	Yes		https://ranegroup.com/investors/rane-holdings-limited/#rhl-inf-stk
24 Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25 Dividend Distribution policy as per Regulation 43A(1)	Yes		https://ranegroup.com/investors/rane-holdings-limited/?rhl-cor-5
26 Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://ranegroup.com/investors/rane-holdings-limited/?rhl-cor-7
27 Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://ranegroup.com/investors/rane-holdings-limited/?rhl
28 Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		https://ranegroup.com/investors/rane-holdings-limited/?rhl
29 Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block	1		

## Annexure II

	II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "Noâ€□ details of non-compliance may be given here.	
1 li	ndependent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes		

2 Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3 Meeting of Board of directors	17(2)	Yes	
4 Quorum of Board meeting	17(2A)	Yes	
5 Review of Compliance Reports	17(3)	Yes	
6 Plans for orderly succession for appointments	17(4)	Yes	
7 Code of Conduct	17(5)	Yes	
8 Fees/compensation	17(6)	Yes	
9 Minimum Information	17(7)	Yes	
10 Compliance Certificate	17(8)	Yes	
11 Risk Assessment & Management	17(9)	Yes	
12 Performance Evaluation of Independent Directors	17(10)	Yes	
13 Recommendation of Board	17(11)	Yes	
14 Maximum number of Directorships	17A	Yes	
15 Composition of Audit Committee	18(1)	Yes	
16 Meeting of Audit Committee	18(2)	Yes	
17 Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18 Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19 Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20 Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21 Role of Nomination and Remuneration Committee	19(4)	Yes	
22 Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23 Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24 Role of Stakeholders Relationship Committee	20(4)	Yes	
25 Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26 Meeting of Risk Management Committee	21(3A)	Yes	
27 Quorum of Risk Management Committee meeting	21(3B)	Yes	
28 Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29 Vigil Mechanism	22	Yes	
30 Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31 Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32 Approval for material related party transactions	23(4)	NA	
33 Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34 Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
35 Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36 Alternate Director to Independent Director	25(1)	NA NA	
37 Maximum Tenure	25(2)	Yes	
38 Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	NA	
39 Meeting of independent directors	25(3) & (4)	Yes	
40 Familiarization of independent directors	25(7)	Yes	
41 Declaration from Independent Director	25(8) & (9)	Yes	
42 Directors and Officers insurance	25(10)	Yes	
43 Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44 Memberships in Committees	26(1)	Yes	
45 Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46 Disclosure of Shareholding by Non-Executive Directors	26(4)		
47 Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49 Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
Any other information to be provided			

## Annexure II

1	Name of signatory	Siva Chandrasekaran
2	Designation	Company Secretary

## Annexure II

	III. Affirmations	
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

## Annexure II

1	Name of signatory	Siva Chandrasekaran
2	Designation	Company Secretary

# Signatory Details

Name of signatory	Siva Chandrasekaran
Designation of person	Company Secretary
Place	Chennai
Date	27-04-2025

## **Additional Half yearly Disclosure**

Any Other Information for Disclosure of Loans / Guarantees / Comfort Letters / Securities Etc.					
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer no	ote below				
(A)Any loan or any other form of debt advanced by the listed entity directly of	r indirectly to				
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months			
Promoter or any other entity controlled by them	0		0		
Promoter Group or any other entity controlled by them	0	0			
Directors (including relatives) or any other entity controlled by them	0	0			
KMPs or any other entity controlled by them	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	0	0	0		
Promoter Group or any other entity controlled by them	0	0	0		
Directors (including relatives) or any other entity controlled by them	0	0	0		
KMPs or any other entity controlled by them	0 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	0	0	0		
Promoter Group or any other entity controlled by them	0	0	0		
Directors (including relatives) or any other entity controlled by them 0					

KMPs or any other entity controlled by them	0	0	0	
(D) Additional Information				
II. Affirmations				
Affirmations	Compliance Status	Company Remarks		
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.	true			
Name		J Ananth		
Designation			CFO	
Place				
Date				

#### **Investor Grievance Details**

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	3
No. of investor complaints disposed off during the Quarter	3
No. of investor complaints those remaining unresolved at the end of the Quarter	0

## Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No	. Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	The Commissioner of Customs (Air), Meenambakkam, Chennai	In the matter of Appeal filed by the Company, Customs, Excise & Service Tax Appellate Tribunal set aside the demand and remanded the case back to the Adjudicating Authority for passing fresh orders.	17-01-2025	non nayment of customs duty for Import of	Tax demand of Rs.0.06 Crs along with interest (as applicable) is payable by the Company. Case is remanded back to the Adjudicating Authority for passing fresh orders.
2	TDS Centralized Processing Centre, Income Tax Department	Outstanding demand reflecting in the Traces portal.	31-03-2025	Short deduction of TDS	Tax demand of Rs.0.05 Crs along with interest (as applicable) is payable by the Company. The company is in the process of filing the correction statement.

# Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	Income tax Department (National Faceless Assessment Centre)		Company: Rane Steering Systems Private Limited (Subsidiary) Period: AY 2015-16; Brief Description of the dispute: Disallowance of royalty expense Current Status: Appeal pending with- Commissioner (Appeals); Disputed amount: Rs.6.74 Crs;	Appeal Pending
2	Excise and Taxation officer, Haryana	25-04-2024	Company: Rane Steering Systems Private Limited (Subsidiary) Period: FY 2018-19; Brief Description of the dispute: Alleging non-payment of RCM on Royalty for which tax was already paid through ISD and others. Current Status: Appeal pending with-Appellate Deputy Commissioner State Tax (GST Appeal) Disputed amount: Rs.10.98 Crs;	Appeal Pending
3	Assistant Commissioner (ST), Tamilnadu		Company: Rane Steering Systems Private Limited (Subsidiary) Period: FY 2019-20; Brief Description of the dispute: Alleging tax not discharged on inward supplies treated as purchase suppression. Current Status: Appeal pending with- Deputy Commissioner (GST appeals) Disputed amount: Rs.8.15 Crs;	Appeal Pending