

ANNEXURE F TO REPORT OF THE BOARD OF DIRECTORS

CORPORATE GOVERNANCE REPORT

1. Philosophy on Code of Governance

Rane Group's time tested philosophy of Governance is based on principles of integrity, transparency and fairness. The Rane businesses seek enhancement of shareholder value within this framework. Directors' code of conduct and employee behaviour is nourished by this culture and is governed through a policy document "Ethical Standards of Behaviour – RANE COMPASS".

Our belief in good corporate citizenship enshrined in the Company's code of conduct, its policies, compliance with law and robust internal control systems, which are subjected to regular assessment drives its effectiveness, reinforces integrity of management and fairness in dealing with all the stakeholders. This meets with all statutory and regulatory compliance including those under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR).

2. Board of Directors

Composition, Attendance & Meetings

As of 31 March, 2018, the Board of Directors of the Company has six (6) non-executive directors and one (1) executive Chairman, with majority being Independent Directors. The

composition of the Board is in conformity with the Regulation 17 of SEBI LODR. The woman director of the Company is an Independent Director and there are no alternate directors appointed on the Board. The directorships held by the directors are within the limits prescribed under Section 165 of the Companies Act, 2013. In compliance with Regulation 25 of SEBI LODR, none of the Independent Directors serve as Independent Directors in more than seven (7) listed companies and where any Independent Director is serving as whole-time director in listed company such director is not serving as Independent Director in more than three (3) listed companies. None of the directors on the Board, is a member of more than 10 committees or chairperson of more than 5 committees across all listed and unlisted public companies in which he /she is a director in terms of Regulation 26 of SEBI LODR.

The Board met five (5) times during the financial year 2017-18 on 26 May, 2017; 31 August, 2017; 05 December, 2017; 06 February, 2018 and 29 March, 2018. The names and categories of the directors on the Board, their attendance at Board Meetings and Annual General Meeting held during the year, the number of directorships and committee memberships / chairperson position(s) held by them in other public companies as on 31 March, 2018 are given below:

Name of the Director / (DIN)	Category	No. of board meetings attended	Attendance at the last AGM (31 August, 2017)	Number of Directorship in other public companies #		Number of Committees Membership ®	
				Chairperson	Member	Chairperson	Member
Mr. L Lakshman (00012554)	Chairman Emeritus, Non-Executive & Promoter	4	Yes	-	5	1	5
Mr. L Ganesh (00012583)	Chairman, Managing Director & Promoter	5	Yes	3	5	-	5
Mr. Harish Lakshman (00012602)	Vice Chairman, Non-Executive & Promoter	4	Yes	-	4	1	2
Mr. Anjanikumar Choudhari (00029017)	Non-Executive & Independent	5	Yes	-	-	-	-
Dr. V Sumantran (02153989)	Non-Executive & Independent	5	Yes	-	1	-	1
Dr. (Ms.) Sheela Bhide (01843547)	Non-Executive & Independent	4	Yes	1	3	2	3

Name of the Director / (DIN)	Category	No. of board meetings attended	Attendance at the last AGM (31 August, 2017)	Number of Directorship in other public companies #		Number of Committees Membership @	
				Chairperson	Member	Chairperson	Member
Mr. Rajeev Gupta^ (00062582)	Non-Executive & Independent	3	N.A.	1	6	-	5
Mr. Shujaat Khan* (00526891)	Non-Executive & Independent	-		Not Applicable			

* Mr. Shujaat Khan has ceased to be a director with effect from conclusion of the 81st Annual General Meeting held on 31 August, 2017, as he did not seek re-appointment as an Independent Director for a second term.

^ Mr. Rajeev Gupta was appointed as an additional director in the category of Independent Director at the Board Meeting held on 31 August, 2017.

excludes directorships held on the boards of private companies, Section 8 companies and companies incorporated outside India.

@ Membership in Audit Committee and Stakeholder Relationship Committee of other public companies are only considered as per Regulation 26 of SEBI LODR and membership includes the positions held as chairperson of the Committee.

Mr. L Lakshman is related to Mr. L Ganesh and Mr. Harish Lakshman.

The information as prescribed under Part A of Schedule II pursuant to Regulation 17(7) of SEBI LODR such as annual operating plans

and budgets, quarterly results for the Company, minutes of meetings of audit committee and other committees of the board, quarterly details of foreign exchange exposures, risk management and mitigation measures etc. are discussed by the Board of Directors.

Annual calendar for the Board and its committee meetings is circulated in advance to the directors for their planning. The directors are provided with detailed agenda for the meetings along with necessary annexures to effectively participate in discussions. The Company has post board meeting reviews to monitor and follow up the effective execution of the decisions, directions and suggestions of the Board and its Committees, by the management.

The disclosure regarding meeting of independent directors, Board and directors' performance evaluation are discussed in detail in the Directors Report.

The details of familiarisation programme for the independent directors are disclosed in the website of the Company http://ranegroup.com/rhl_investors/familiarisation-programme-for-independent-directors/

3. Audit Committee

Composition, Attendance and Meetings

The composition of the Audit Committee of the Board is in conformity with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI LODR. The Committee met four (4) times during the year 26 May, 2017; 31 August, 2017, 05 December, 2017 and 06 February, 2018. The details of members and their attendance are as below:

Name of the Director	Category	No of Meetings attended
Mr. Anjanikumar Choudhari	Chairman, Non-Executive & Independent	4
Mr. L Ganesh	Member, Executive & Promoter	4
Dr. V Sumantran	Member, Non-Executive & Independent	4
Mr. Shujaat Khan^	Member, Non-Executive & Independent	-

^ ceased to be a member upon not seeking re-appointment at the 81st AGM held on 31 August, 2017

All the members of the audit committee are financially literate and possess accounting and related financial management expertise.

The Company Secretary acts as the Secretary to the Committee.

The statutory auditors and the internal auditors were present as invitees in all the meetings. The Vice President (Finance) & CFO of the Company attended the meetings by invitation. Based on the requirement, other directors attended the meetings by invitation. All the recommendations of the Audit Committee during the year, were considered, accepted and approved by the Board.

Overall purpose and terms of reference

The purpose of the Audit Committee is to assist the Board of Directors (the "Board") in reviewing the financial information which is disseminated to the shareholders and others, reviewing the systems of internal controls established in the Company, appointing, retaining and reviewing the performance of internal auditors and overseeing the

Company's accounting and financial reporting processes and the audit of the Company's financial statements.

The terms of reference of the Audit Committee are as per the provisions of the SEBI LODR read with Section 177 of the Companies Act, 2013. In line with these provisions, the Company has framed an Audit Committee Charter, which is subject to review by the Audit Committee.

The roles of the Audit Committee inter-alia, includes, review of:

- Quarterly / Annual financial statements with statutory auditors and management before submission to the Board.
- Internal control systems, findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Internal audit function, internal audit reports relating to internal control weaknesses and functioning of whistle blower mechanism.
- Evaluation of internal financial controls and risk management systems.
- Management discussion and analysis of financial condition, results of operation, financial and risk management policies of the Company.
- Defaults, if any, in payments to depositors, shareholders / creditors and the status of the inter- corporate loans and investments for scrutiny in detail.
- Approve related party transactions, including any subsequent modifications thereto.
- Compliance with listing and other legal requirements relating to financial statements.
- Changes, if any, in accounting policies and practices and reasons for the same, major accounting entries involving estimates based on the exercise of judgement by management and significant adjustments made in the financial statements arising out of the audit findings.
- Valuation of undertakings or assets of the company, as and when required.

As per the charter and the terms of reference, the Audit Committee, also:

- Recommends appointment of Auditors and their remuneration and approves the appointment of CFO.
- Discusses the scope of audit and post-audit area of concern and qualifications, if any, with Statutory Auditors / Internal Auditors.

The Audit Committee reviews the quarterly unaudited / annual audited financial results of the Company. The unaudited results are subjected to limited review by the statutory auditors of the Company. The statutory auditors are eligible to issue limited review report as the audit firm has been subjected to peer review process of Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of ICAI. The Audit Committee approves payments to statutory auditors for audit and non-audit services.

In accordance with the provisions of Companies Act, 2013, rules made thereunder and provisions of listing agreement / SEBI LODR, the Audit Committee accords prior approval for all Related Party Transactions (RPTs), including any modifications thereto, as per the policy on Related Party Transactions. The Audit Committee annually grants omnibus approvals for transactions that are routine or repetitive in nature and which are proposed to be undertaken / entered in the ordinary course of business at arm's length basis. While according omnibus approvals, the Audit Committee takes into consideration the following factors viz., maximum value of the transactions, including value per transaction, extent and manner of disclosures made to the Audit Committee. On a quarterly basis, the Audit Committee reviews related party transactions entered into by the company pursuant to each of the omnibus approval.

The Audit Committee reviews all mandatory information under Part C of Schedule II pursuant to Regulation 18 SEBI LODR, including review of internal auditor observations, statutory compliance.

4. Nomination and Remuneration Committee (NRC)

Composition, Attendance and Meetings:

The Nomination and Remuneration Committee (NRC) of the Board in terms of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI LODR. The Committee met three (3) times during the year 26 May, 2017; 31 August, 2017 and 06 February, 2018. The details of members and their attendance are as below:

Name of the Director	Category	No of Meetings attended
Mr. Anjanikumar Choudhari	Chairman, Non-Executive & Independent	3
Dr. V Sumantran	Member, Non-Executive & Independent	3
Mr. Harish Lakshman	Member, Non-Executive & Promoter	2
Mr. L Lakshman [^]	Member, Non-Executive & Promoter	1

[^] inducted for the meeting held on 26 May, 2017 only.

Terms of Reference:

- To formulate criteria for determining qualifications, positive attributes and independence of director for

evaluation of performance of Independent Directors and the Board.

- To approve the remuneration policy of directors, Key Managerial Personnel (KMP) and Senior Management Personnel (SMP).
- To devise policy on Board diversity.
- To provide guidance to the Board on matters relating to appointment of Directors, Independent Directors, KMP and SMP, i.e., the core management team one level below the executive directors.
- To evaluate performance, recommend and review remuneration of the executive directors based on their performance.
- To recommend to the Board, the extension / continuation of term of appointment of Independent Directors based on report of performance evaluation.
- To consider and recommend professional indemnity and liability insurance for Directors, KMP and SMP.

During the year, the NRC considered inter alia, reviewed the process for evaluation of the Board, its Committee & Directors and the compensation and benefits of Senior Management Personnel (SMP) and Key Managerial Personnel (KMP) of the Company. It had also recommended the re-appointment of Independent Director Mr. Anjanikumar Choudhari, in his second term, at the 81st AGM; remuneration by way of salary and commission payable to Mr. L Lakshman and Mr. L Ganesh as per the terms of their appointment; and appointment of Mr. Rajeev Gupta as an additional director (in the category of Independent) on the Board of the Company.

Remuneration Policy

The policy on appointment and remuneration of directors, Key Managerial Personnel (KMP) and Senior Management Personnel (SMP) is available as 'Annexure A' to the report of the Board of Directors.

Sitting Fees

The Company has paid sitting fees apart from reimbursement of actual travel and out-of-pocket expenses incurred by them for attending the meetings. The sitting fees per meeting of Board and its Committees with effect 01 April, 2017 are detailed hereunder:

Type of Meeting	Sitting fees per meeting (₹)
Board	45,000
Audit committee	15,000
Nomination & Remuneration Committee	10,000
Corporate Social Responsibility Committee	5,000

Type of Meeting	Sitting fees per meeting (₹)
Stakeholders Relationship Committee	5,000
Finance Committee	2,500

Details of Remuneration paid to Directors

The details of remuneration including sitting fees paid to the directors and their shareholding for the year ended 31 March, 2018 are as follows:

Name of the Director	Sitting Fees (₹)	Remuneration (₹)	Shares held as on 31 March, 2018@
Mr. L Ganesh	-	2,17,80,531	12,09,533
Mr. Harish Lakshman	2,10,000	-	1,24,882
Mr. L Lakshman	1,95,000	1,02,01,077	11,14,745
Mr. Anjanikumar Choudhari	3,25,000	-	-
Dr. V Sumantran	3,15,000	-	-
Mr. Shujaat Khan	-	-	-
Dr. (Ms.) Sheela Bhide	1,90,000	-	-
Mr. Rajeev Gupta^	1,35,000	-	-

@ includes joint holdings & HUF, if any

^ Appointed as an additional director (Independent) w.e.f 31 August, 2017

Note:

- No other remuneration was paid to non-executive directors except sitting fees.
- Remuneration paid to Mr. L Lakshman, Chairman Emeritus and Mr. L Ganesh, Chairman & Managing Director are based on recommendation of Nomination and Remuneration Committee, pursuant to approval of the Board of Directors at their meeting held on 31 August, 2017 and based on shareholder's approval vide postal ballot results declared on 16 May, 2017. The remuneration paid to Mr. L Ganesh comprises of salaries & allowances - ₹ 1,15,71,201; perquisites - ₹ 20,77,833; Company's contribution to employee benefits fund - ₹ 18,96,497 and commission & performance linked incentive - ₹ 62,35,000. The remuneration paid to Mr. L Lakshman comprises of perquisites - ₹ 2,01,077 and commission & performance linked incentive ₹ 1,00,00,000 but excludes advisory fees of ₹ 1,00,00,000 paid to Chairman Emeritus.
- No shares were pledged by the directors. None of the other directors holds any share in the Company. There is no stock option scheme prevailing in the Company.

5. Stakeholder's Relationship Committee

Composition & Attendance of Meetings:

The Stakeholder's Relationship Committee looks into grievances of shareholders and redress them expeditiously in accordance with Section 178 of the Companies Act, 2013 and as per the requirements under Regulation 20 of SEBI LODR. The Company Secretary is the compliance officer of the Company and acts as Secretary of the Committee. The Committee met three (3) times during the year 26 May, 2017, 31 August, 2017 and 06 February, 2018. The details of members and their attendance are stated below:

Name of the Director	Category	No. of meetings attended
Mr. Harish Lakshman	Chairman, Non-Executive & Promoter	2
Mr. L Ganesh	Member, Executive & Promoter	3
Dr. (Ms.) Sheela Bhide	Member, Non-Executive & Independent	2

Details of investor complaints for the year reviewed by the SRC are as under:

	Nature of Complaint	Received during the year	Resolved	Pending at the end of the year
Regulatory Authorities (MCA / SEBI / Stock Exchanges)	Non-receipt of annual report	1	1	-
Through Registrar & Transfer Agent	Non-receipt of transmission procedures, new share certificates issued after amalgamation & loss of share certificates.	3	3	-
Directly to Company	-	-	-	-

During the year no complaints were received under the SEBI Complaints Redress System (SCORES). There are no investor complaints pending unresolved at the end of the financial year 2017-18.

6. Corporate Social Responsibility (CSR) Committee

The CSR activities of the Company focus on four specific areas of (a) Education (b) Healthcare (c) Community Development (d) Environment. The CSR activities undertaken by the Company are in line with the CSR Policy and recommendations of the CSR Committee. During the year the Committee met twice on 26 May, 2017 and 06 February, 2018 was attended by all the members of the Committee. The composition of committee is as follows:

Name of the Director	Category	No. of meetings attended
Mr. L Lakshman	Chairman, Non-Executive & Promoter	1
Mr. L Ganesh	Member, Executive & Promoter	2
Mr. Anjanikumar Choudhari	Member, Non-Executive & Independent	2

The Company Secretary acts as the Secretary to the Committee. The Committee approves the annual CSR report, recommends the annual CSR expenditure budget and CSR activities undertaken for the financial year to the Board.

The terms of reference of the Committee are as follows

1. Formulate and recommend CSR Policy, for approval of the Board
2. Approve projects that are in line with the CSR policy
3. Have monitoring mechanisms in place to track the progress of each project
4. Recommend the CSR expenditure to the Board of the company for approval
5. Review new proposals and existing projects' status

The report on CSR projects undertaken during the year 2017-18 as approved by the CSR committee in consultation with the Board is annexed to Director's Report as 'Annexure D'.

7. Other Committees

Share Transfer Committee:

To expedite the process of share transfers, the Board has delegated the power of share transfer, transmission, dematerialization / rematerialization, split / consolidation, issue of duplicate share certificates etc. to a committee comprising of such senior officials designated from time to time. The Committee meets on a case to case basis to approve share transfers and transmissions. The Committee reports the details of transfer of securities to the Board at each meeting of the Board. No sitting fees payable to the committee members.

Strategy & Investment Committee

The Strategy & Investment Committee (SIC) was constituted in connection with explore and study detailed proposals with respect to investment options and divestment decisions, evaluate and recommend corporate re-structure proposals, to make investments by way of subscription to the securities as approved and authorized by the board and to exercise the such powers delegated by the Board. No sitting fees is payable to the committee members. During the year four meetings were held on 28 April, 2017; 03 August, 2017; 12 October, 2017 and 02 November, 2017. The details of members and their attendance are stated below:

Name of the Director	Category	No. of meetings attended
Mr. L Lakshman	Chairman, Non-Executive & Promoter	4
Mr. L Ganesh	Member, Executive & Promoter	4
Mr. Harish Lakshman	Member, Non-Executive & Promoter	4
Mr. V Sumantran [^]	Member, Non-Executive & Independent	2

[^] inducted as member of the Committee w.e.f. 26 May, 2017

The SIC has been dissolved by the Board of Directors at their meeting held on 05 December, 2017, since the matters for which the Committee was constituted & recommendations made to the Board were duly considered and approved by the Board.

Finance Committee & Executive Committee

The Finance Committee has been constituted to exercise the borrowing powers delegated by the Board, to approve the financial facilities in connection with the capital expenditures and working capital expenditures of the Company, as per the Annual Operating Plans approved by the Board and to carry out activities in connection with change in operation of bank accounts and authorization of officials under various legislations and other administrative matters between two consecutive meetings of the Board. No meeting was held during the year. The Committees comprise of Mr. L Ganesh, Mr. Harish Lakshman and Mr. L Lakshman as its members. No sitting fees is payable to the committee members. During the year no meetings were held.

8. Code of conduct

The board of directors has laid down a code of conduct i.e. "Ethical Standards of Behaviour – RANE COMPASS" for all board members and employees of the Company

in furtherance of its emphasis towards good Corporate Governance practices. The same has been posted on the website of the Company viz., http://ranegroup.com/rhl_investors/code-of-conduct/. The board members and senior management personnel have affirmed their compliance with the code of conduct. Declaration from the Chairman & Managing Director of the Company to this effect forms part of this report.

Prevention of Insider Trading

The board of directors have formulated "Rane Code to regulate, monitor and report trading by insiders and practices and procedures for fair disclosure of unpublished price sensitive information" in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015 to prevent misuse of any unpublished price sensitive information and prohibit insider trading activity. The code of fair disclosure practices and procedures for unpublished price sensitive information is available at http://ranegroup.com/rhl_investors/rhl-code-of-fair-disclosure/

9. General Body Meetings

Details of last three Annual General Meetings (AGMs) are as under:

Date of AGM	Special resolutions passed	Time	Venue
31 August, 2017 (81 st AGM)	Re-appointment of Mr. Anjanikumar Choudhari as an Independent Director for a second term	10.15 am	
11 August, 2016 (80 th AGM)	No Special resolution was passed	10.15 am	The Music Academy (Mini Hall), New No. 168, TTK Road, Royapettah, Chennai 600 014.
12 August, 2015 (79 th AGM)	Mortgage / create charge on assets under Section 180(1)(a) of the Companies Act, 2013. Adoption of new set of article of Association of the company	10.30 am	

Postal Ballot

During the year 2017-18, the Company had inter-alia proposed one special resolution for approval of the shareholders vide Postal Ballot Notice dated 26 May, 2017,

the details of which, in brief, are given below.

1. The Board of Directors at their meeting held on 26 May, 2017 appointed Mr. Balu Sridhar, Practising Company Secretary and partner in M/s. A K Jain and Associates as Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner.
2. Postal Ballot notices were dispatched to all the members on 12 June, 2017 for conducting the voting in respect of resolution as set out in notice dated 26 May, 2017. The cut-off date for determining voting rights was 02 June, 2017.
3. The Company had also provided the option of e-voting through the NSDL platform, thereby giving the members the option to cast their votes electronically.
4. The e-voting was kept open from 13 June, 2017 (09.00 a.m. IST) to 12 July, 2017 (05.00 p.m. IST).
5. Particulars of all the postal ballots received from the members have been entered in a register separately maintained for the purpose. The postal ballots were kept in the safe custody of the Scrutinizer and were handed over to the Company on completion.
6. All postal ballot forms received up to the close of working hours on 12 July, 2017 (05.00 p.m. IST) the last date and time fixed by the Company for receipt of the forms, were considered by the Scrutinizer.
7. Mr. Harish Lakshman, Vice Chairman announced the combined results of the postal ballot and e-voting on 14 July, 2017 and the voting pattern of the same is as under:

Name of the resolution	Type of resolution	No. of valid votes polled	Votes cast in favour		Votes cast against	
			No. of Votes	%	No. of Votes	%
To make loan(s) / give guarantee(s) / provide security (ies) in connection with loan(s) / acquire by way of subscription, purchase or otherwise, the securities of any other bodies corporate under section 186 of the Companies Act, 2013	Special	86,82,268	86,80,216	99.98	2,052	0.02

10. Disclosures

1. During the year, the Company had not entered into any transaction of material nature with any of the promoters, directors, management or relatives or subsidiaries etc., which were in conflict with the interests of the Company. The transactions entered with related parties during the year were covered under the omnibus approval of the Audit Committee and were in the ordinary course and arms' length. The details of the related party transactions as per Ind AS as stated in note no. 36 of the financial statements. The policy on related party transaction is available on the website of the Company viz. URL: http://ranegroup.com/rhl_investors/policy-on-related-party-transactions/
2. There was no instance of non-compliance by the Company on any matters relating to the capital markets; nor was there any penalty / strictures imposed by the stock exchanges or SEBI or any other statutory authority on such matters during the last three years.
3. There are no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company which has potential conflict with the interests of the Company.
4. The Company has in place a mechanism to inform the Board members about the Risk assessment and mitigation plans and periodical reviews to ensure that the critical risks are controlled by the executive management.
5. The Company has complied with all the mandatory requirements prescribed under Chapter IV of the SEBI LODR.

The Company has complied with the following non-mandatory requirements:
 - (i) adopting best practices to ensure a regime of unqualified financial statements
 - (ii) individual communication of half-yearly performance including summary of the significant events to shareholders
 - (iii) internal auditor directly reporting to the Audit Committee
6. In order to comply with all laws governing the operations and conduct of affairs of the Company in accordance with the highest ethical and legal standards, the Company has adopted a Statutory Compliance Kit (STACK). STACK is a structured process providing comprehensive reference

framework to facilitate education to dealing personnel, execution, escalation and regular reviews to strengthen compliance management. The STACK is electronically integrated through an online platform (e-STACK) to improve the compliance management system and its efficiency. The master lists of statutory requirements are effectively complied through practice of Daily Routine Management (DRM) and Vital Activity Monitoring (VAM) charts. Reports relating to the compliance with various laws applicable to the Company are regularly reviewed and the vital issues are presented to the Audit Committee and the Board.

7. The Company has framed a policy for determining “material subsidiary” and the same is available on the Company’s website. (Link: http://ranegroup.com/rhl_investors/rhl-policy-on-material-subsidiaries/)
8. The Independent Directors have confirmed that they meet the criteria of ‘Independence’ as stipulated under Sec 149 of the Companies Act, 2013 and Regulation 16 of the SEBI LODR.
9. The Chairman & Managing Director and CFO of the Company have certified to the Board on the integrity of the financial statements, effectiveness of internal controls and significant changes in internal control /accounting policies during the year as required under Regulation 17(8) of the SEBI LODR and Companies Act, 2013.
10. The Company has complied with all mandatory requirements specified in Regulation 17 to 27 and Regulation 46(2)(b) to (i) of SEBI LODR.

13. General Shareholder Information

- i. Information about director(s) seeking appointment / re-appointment in this Annual General Meeting in compliance with Regulation 26(4) & 36(3) of SEBI LODR and Secretarial Standard on General Meetings (SS-2) as on 07 May, 2018:

Name of the Director	Mr. Harish Lakshman	Mr. Rajeev Gupta	Dr. (Ms.) Sheela Bhide
Father’s Name	Mr. L Lakshman	Mr. Bodhraj Gupta	Col. Damodar N Thakar
Director Identification Number (DIN)	00012602	00241501	01843547
Age (in years)	44	60	69
Date of Birth	12 February, 1974	19 March, 1958	12 June, 1948
Educational Qualifications	B.E. – BITS Pilani, MSM - Purdue University, USA.	B. Tech, Banaras Hindu University, Varanasi, MBA at IIM, Ahmedabad.	Ph.D. (International Trade), Masters in Economics, Masters in Public Administration, MBA (Finance).

11. Whistle blower mechanism:

The Company has a whistle blower policy, which provides the vigil mechanism for reporting with reliable information on any improper or unethical practices or actions which are violative (actual or potential) of the code of the Company by any employee or others dealing with the Company. It also addresses the protection to whistle blower who makes protected disclosures under the policy and provides for direct access to the Chairman of the Audit Committee.

The policy and the mechanism for reporting has been appropriately communicated across all locations of the Company. The whistle blower policy has also been posted in the Company’s website http://ranegroup.com/rhl_investors/rhl-whistle-blower-policy/

No person has been denied access to the ombuds person / audit committee.

12. Means of communication

The quarterly / annual financial results were published in “Business Standard” (English) and “Dinamani” (Tamil). The financial results and the shareholding pattern were uploaded in the websites of the stock exchanges and the Company viz. <http://ranegroup.com/> . During the year, presentations were made to analysts/institutional investors and was published in the website of the Company.

During last year, the shareholders of the Company whose e-mail addresses were registered with the Company / Depository Participants (DPs) were provided with a link to the annual report of the Company via e-mail and those who opted to receive the documents in physical mode were provided with a physical copy.

Experience	Mr. Harish Lakshman has over 23 years of industrial experience and has held various positions in the areas of Marketing, Operations and Business Development Overseas. He currently spearheads the future growth plan for Rane Group. During the year, he was designated as Vice Chairman of the Company and Rane (Madras) Limited.	Mr. Rajeev Gupta is a veteran investment banker and has over 35 years of rich professional experience in the fields of manufacturing, investment banking and private equity.	Dr. Sheela Bhide is an IAS officer of the 1973 batch and has over 43 years of experience. During her tenure she has held key posts in various Ministries such as Commerce, Defence and External Affairs.
Date of first appointment on the board	19 May, 2004	Being appointed in 1 st term as Independent Director under Companies Act 2013: 31 August, 2017	1 st term as Independent Director under Companies Act 2013: 13 November, 2014
Terms and Conditions of appointment	Appointment as a non-executive director, liable to retire by rotation.	Proposed to be appointed as Independent Director in first term as per the Notice convening the 82 nd AGM read with explanatory statement thereto.	Proposed to be re-appointed as Independent Director for a second term as per the Notice convening the 82 nd AGM read with explanatory statement thereto.
Last drawn remuneration	Sitting fee for FY 2017-18 ₹ 2,10,000	Sitting fee for FY 2017-18 ₹ 1,35,000	Sitting fee for FY 2017-18 ₹ 1,90,000
Remuneration sought to be paid	No approval sought for remuneration. Eligible for sitting fee for attending meetings of the Board and Committees of which he is a member.	No approval sought for remuneration. Eligible for sitting fee for attending meetings of the Board and Committees of which he is a member.	No approval sought for remuneration. Eligible for sitting fee for attending meetings of the Board and Committees of which she is a member.
Relationship with other Directors/Manager/ KMP	Son of Mr. L Lakshman	-	-
Other Directorships	<p>Chairman</p> <p>1. Rane t4u Private Limited</p> <p>Vice Chairman</p> <p>1. Rane (Madras) Limited</p> <p>2. Rane Engine Valve Limited</p> <p>Managing Director</p> <p>1. Rane TRW Steering Systems Private Limited</p> <p>Director</p> <p>1. Rane Brake Lining Limited</p> <p>2. Rane NSK Steering Systems Private Limited</p> <p>3. JMA Rane Marketing Limited</p> <p>4. Young Presidents Organisation (Chennai Chapter)</p> <p>5. Savithur Enterprises Private Limited</p> <p>6. HL Hill Station Properties Private Limited</p> <p>7. Rane Holdings America Inc.</p> <p>8. Rane Precision Die Casting Inc.</p>	<p>Chairman</p> <p>1. Vardhman Special Steels Limited</p> <p>Whole-time Director</p> <p>1. Arpwood Capital Private Limited</p> <p>Director</p> <p>1. EIH Limited</p> <p>2. Cosmo Films Limited</p> <p>3. T.V. Today Network Limited</p> <p>4. V I P Industries Limited</p> <p>5. United Spirits Limited</p> <p>6. TVS Capital Funds Private Limited</p> <p>7. Small Business Fincredit India Private Limited</p>	<p>Chairperson</p> <p>1. Suryoday Small Finance Bank Limited</p> <p>Director</p> <p>1. L & T Metro Rail (Hyderabad) Limited</p> <p>2. Gati-Kintetsu Express Private Limited</p> <p>3. Gati Limited</p>

Committee Memberships in other Boards	Chairman – Stakeholders’ Relationship 1. Rane Brake Lining Limited Member – Stakeholders’ Relationship 1. Rane (Madras) Limited	Member – Audit 1. EIH Limited 2. Cosmo Films Limited 3. T.V. Today Network Limited 4. United Spirits Limited Member – Audit & Governance 1. TVS Capital Funds Private Limited Member – Nomination & Remuneration 1. EIH Limited 2. Vardhman Special Steels Limited Member – Risk Management 1. United Spirits Limited Member – Risk & Operations Management 1. Cosmo Films Limited Member – Corporate Social Responsibility 1. EIH Limited 2. TVS Capital Funds Private Limited	Chairperson – Audit 1. L & T Metro Rail (Hyderabad) Limited Chairperson – Stakeholders’ Relationship 1. Suryoday Small Finance Bank Limited Chairperson – Nomination & Remuneration 1. Gati-Kintetsu Express Private Limited Chairperson – Corporate Social Responsibility 1. Gati Limited Member – Audit 1. Suryoday Small Finance Bank Limited 2. Gati-Kintetsu Express Private Limited Member – Nomination & Remuneration 1. Suryoday Small Finance Bank Limited 2. L & T Metro Rail (Hyderabad) Limited Member – IT Strategy 1. Suryoday Small Finance Bank Limited Member – Customer Service 1. Suryoday Small Finance Bank Limited Member – Corporate Social Responsibility 1. Gati-Kintetsu Express Private Limited
Number of meetings of the Board attended during the year	Four (4)	Three (3)	Four (4)
Number of equity shares held (including joint holding, if any)	1,24,882	Nil	Nil

II. Annual General Meeting

02 August, 2018 (Thursday) at 10.15 hrs.

The Music Academy (Mini Hall),
New No.168, T T K Road,
Royapettah, Chennai 600 014

iii Financial Year: 01 April - 31 March

Financial Calendar:

Board meeting for approval of	Tentative Date
Annual Accounts for the year ended 31 March, 2018	07 May, 2018
Un-audited results for the 1st quarter ending 30 June, 2018	By first week of August 2018
Un-audited results for the 2nd quarter ending 30 September, 2018	By last week of October 2018
Un-audited results for the 3rd quarter ending 31 December, 2018	By second week of February 2019

iv Dividend

During the year 2017-18, the board of directors declared an interim dividend of 55% (i.e., ₹ 5.50 per share) on the equity share capital on 06 February, 2018. The interim dividend was paid on 26 February, 2018 to all the eligible shareholders whose name appeared in the register of members of the Company as on 17 February, 2018 (being the Record Date) fixed for this purpose.

The board of directors of the Company at their meeting held on 07 May, 2018 have considered and recommended a dividend of 90% (₹ 9.00 per share) on the equity share capital for approval of the shareholders at the ensuing 82nd AGM to be held on 02 August, 2018. The dividend, if declared, would be paid for those eligible shareholders whose name appeared in the register of members of the Company as on 26 July, 2018 (being the Record Date) fixed for this purpose.

v Listing on Stock Exchanges

Stock Exchanges	Stock Code
National Stock Exchange of India Limited (NSE) Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai 400 051	RANEHOLDIN
BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001.	505800

Listing Fee

The shares of the Company are listed on NSE & BSE which provide nationwide access to trade and deal in Company's equity shares across the country. The Company has paid the Annual Listing fee for the financial year 2017 - 18 to NSE & BSE where the shares of the Company continue to be listed.

vi Unpaid / Unclaimed Dividends

Pursuant to the provisions of Section 124 of the Companies Act, 2013, dividend for the financial year ended 31 March, 2011 and thereafter which remain unclaimed for a period of seven years, will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government.

During the year, the Company had transferred to IEPF, being unclaimed final dividend of ₹ 1,35,316/- for the financial year ended 31 March, 2010 and being interim dividend amount of ₹ 4,66,815/- for the financial year ended 31 March, 2011. The Company has sent reminder letters to each of the shareholder's whose dividend is remaining unclaimed as per the records available with the Company. Information in respect of such unclaimed dividends when due for transfer to the said fund is given below:-

Year	Date of declaration	Dividend per share# (₹)	Amount outstanding in Unclaimed Dividend Account (as on 31.03.2018) (₹)^	Last Date for claiming unpaid dividend	Due date for transfer to IEPF
31.03.2011	05.08.2011	5.00	3,49,675.00	10.09.2018	10.10.2018
31.03.2012*	06.02.2012	6.00	4,20,270.00	13.03.2019	12.04.2019
31.03.2012	10.08.2012	4.00	2,80,624.00	15.09.2019	15.10.2019
31.03.2013*	06.02.2013	3.50	2,89,089.50	14.03.2020	13.04.2020
31.03.2013	12.08.2013	4.50	3,56,778.00	17.09.2020	17.10.2020
31.03.2014	12.08.2014	6.50	544,602.50	17.09.2021	17.10.2021
31.03.2015	12.08.2015	7.50	6,81,435.00	17.09.2022	17.10.2022
31.03.2016*	10.03.2016	10.00	8,58,570.00	15.04.2023	15.05.2023
31.03.2017*	09.02.2017	3.50	3,68,218.00	17.03.2024	16.04.2023
31.03.2017	31.08.2017	5.00	4,76,770.00	06.10.2024	05.11.2024

Share of paid-up value of ₹ 10 per share

* Interim dividend

^ amounts reflect confirmation of balance issued by banks.

During the year, the Company had filed with Registrar of Companies, the details of all unpaid and unclaimed amounts as on 31 August, 2017 in accordance with The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. The above details were also uploaded on the website of the Company viz. <http://ranegroup.com>.

In respect of interim dividend of ₹ 5.50 per share declared by the board of directors on 06 February, 2018, unpaid / unclaimed dividend has been transferred to an unclaimed dividend account on 14 March, 2018. The last date for claiming such amount in terms of Section 124 of the Companies Act 2013 is 14 March, 2025.

vii Transfer of shares to IEPF Authority

Pursuant to provisions of Section 124 and Section 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refunds) Rules, 2016, as amended from time to time, (“the Rules” / “IEPF Rules”) the company is required to transfer the equity shares in respect of which dividends are not claimed for the last 7 years by any shareholder to the IEPF Authority.

The Ministry of Corporate Affairs has notified DP Accounts to which such shares are required to be transferred. During the year, the Company has initiated transfer / transferred such shares to the IEPF Authority as under:

Year from which dividend has remained unclaimed / unpaid for seven consecutive years	No. of shares
2009-10 (Interim)	34,227
2009-10 (Final)	846
2010-11 (Interim)	796

The shareholders, however, may claim the said shares along with corporate actions accrued by following the procedure prescribed by the IEPF authority.

The shares relating to unclaimed dividend for FY 2010-11 (Final) and FY 2011-12 (Interim) are liable to be transferred to IEPF Authority during the FY 2018-19. An intimation in this regard would be sent to all concerned shareholders, whose shares are liable to be transferred to IEPF Authority, at their latest known addresses. In accordance with the said rules, the Company shall also publish notices in newspapers and requisite details would be made available on the Investors section of the Company’s website: <http://ranegroup.com/>. The concerned shareholders are requested to claim their shares before the due dates of transfer of shares to the IEPF, specified therein newspapers and Company website.

viii Unclaimed share suspense account

In accordance with Regulation 39 of SEBI LODR, the Company has previously sent three reminders to the shareholders for getting their confirmation on unclaimed shares.

Details of Unclaimed Suspense account	Number of shareholders	Outstanding shares
Aggregate at the beginning of the year	579	74,600
Requests for transfer during the year	271	28,894
Transfers during the year	271	28,894
Balance at the end of the year	308	45,706

The voting rights of these shareholders shall remain frozen till the rightful owner of such shares claims the same.

ix Share Price Data:

The share price data as quoted on the National Stock Exchange of India Ltd. (NSE) and Bombay Stock Exchange Ltd. (BSE) along with the movement in the respective stock index during the last financial year viz., 01 April, 2017 – 31 March, 2018 is given below:

Month	BSE		BSE Sensex		NSE		NSE Nifty	
	Share Prices (₹)		High	Low	Share Prices (₹)		High	Low
	High	Low			High	Low		
April 2017	1,085.00	880.10	30,184.22	29,241.48	1,068.00	882.40	9,367.15	9,075.15
May 2017	1,155.00	962.00	31,255.28	29,804.12	1,155.70	964.05	9,649.60	9,269.90
June 2017	1,949.90	1,150.00	31,522.87	30,680.66	1,950.00	1,150.00	9,709.30	9,448.75
July 2017	1,866.10	1,652.00	32,672.66	31,017.11	1,864.35	1,660.00	10,114.85	9,543.55
August 2017	1,719.95	1,530.95	32,686.48	31,128.02	1,721.95	1,520.05	10,137.85	9,685.55
September 2017	2,019.00	1,630.40	32,524.11	31,081.83	2,020.00	1,625.15	10,178.95	9,687.55
October 2017	1,899.00	1,690.90	33,340.17	31,440.48	1,925.00	1,695.00	10,384.50	9,831.05
November 2017	2,038.00	1,731.00	33,865.95	32,683.59	2,045.00	1,740.05	10,490.45	10,094.00
December 2017	2,463.20	1,742.90	34,137.97	32,565.16	2,463.90	1,760.50	10,552.40	10,033.35
January 2018	2,713.25	2,215.00	36,443.98	33,703.37	2,709.65	2,212.25	11,171.55	10,404.65
February 2018	2,665.00	2,152.00	36,256.83	33,482.81	2,625.00	2,245.00	11,117.35	10,276.30
March 2018	2,752.00	2,331.00	34,278.63	32,483.84	2,799.00	2,342.80	10,525.50	9,951.90

(Source: www.bseindia.com & www.nseindia.com)

x Registrar and Transfer Agent

The contact details of the Registrar and Transfer Agents are as follows:

Integrated Registry Management Services Private Limited
SEBI Registration No. INR000000544
II Floor, 'Kences Towers', No.1, Ramakrishna Street,
North Usman Road, T. Nagar, Chennai – 600 017.
Phone : 28140801 – 03, Fax : 28142479, 28143378.
E-mail : corpseiv@integratedindia.in

Name of the contact person: Mr. K Suresh Babu,
Director

xi Share Transfer System & Share Capital Audit

The power to approve transfer of shares has been delegated by the Board to the Share Transfer Committee which approves the share transfers and

xii Distribution of shareholding as on 31 March, 2018

No. of shares held	Shareholders		Shares	
	Number	% to total	Number	% to total
Upto 500	8,867	90.21	7,35,325	5.15
501 – 1000	408	4.15	3,01,900	2.11
1001 – 2000	196	1.99	2,81,863	1.97
2001 – 3000	101	1.03	2,55,047	1.79
3001 – 4000	40	0.41	1,39,900	0.98
4001 – 5000	26	0.27	1,18,522	0.83
5001 – 10000	77	0.78	5,78,912	4.06
10001 & above	114	1.16	1,18,66,340	83.11
Total	9,829	100.00	1,42,77,809	100.00

xiii Shares

Dematerialization

The Company has entered into the necessary agreements with National Securities Depository Limited and Central Depository Services (India) Limited for dematerialisation of the shares held by investors. As of 31 March, 2018, about 98.33% of the shareholdings have been dematerialised.

Comparative chart of physical and demat holdings for the current and previous financial year is given below:

Particulars	Number of shares		% to total capital	
	As on 31 March, 2018	As on 31 March, 2017	As on 31 March, 2018	As on 31 March, 2017
Physical	2,38,744	2,74,976	1.67	1.93
Demat	1,40,39,065	1,40,02,833	98.33	98.07
Total	1,42,77,809	1,42,77,809	100.00	100.00

demat / remat requests in coordination with the RTA. Share transfers and transmissions are approved and registered within fifteen days from date of receipt of valid request. On a half-yearly basis, the compliance with the share transfer / transmission formalities is audited by a Practising Company Secretary (PCS) in terms of Regulation 40(10) of SEBI (LODR) with the stock exchanges and a certificate to this effect is filed with the stock exchanges.

A reconciliation of share capital audit in terms of regulation 55A of SEBI (Depositories and Participants) Regulations, 1996 is taken up on a quarterly basis and the report of the PCS is filed with the stock exchanges certifying that the total listed capital of the Company is in agreement with the total number of shares in physical and dematerialized form and that there is no difference between the issued and the listed capital of the Company.

The promoter and promoter group hold their entire shareholding only in dematerialised form.

Reconciliation of share capital audited by practicing company secretary is furnished every quarter to the stock exchanges, where the shares of the Company are listed.

Demat ISIN: **INE384A01010**

The Company has not issued any equity share with differential voting rights nor granted stock options nor sweat equity.

xiv Address for communication:

The Compliance officer
Rane Holdings Limited,
Rane Corporate Centre,
"Maithri" 132, Cathedral Road,
Chennai 600 086.
Ph.28112472, Fax: 28112449
E-mail: investorservices@ranegroup.com

Mr. K Suresh Babu, Director
Integrated Registry Management Services Private Limited
II Floor, 'Kences Towers'
OR No.1, Ramakrishna Street, Orth Usman Road,
T. Nagar, Chennai 600 017.
Phone: 28140801-03, Fax: 28142479
E-mail: corpserv@integratedindia.in

To

The Members

Rane Holdings Limited

**Declaration by Chief Executive Officer on Code of Conduct pursuant to Part C of Schedule V of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

I, hereby declare that to the best of my knowledge and information, all the Board Members and Senior Management Personnel have affirmed compliance with 'Ethical Standards of Behaviour – RANE COMPASS', the code of conduct, for the year ended 31 March, 2018.

Chennai
07 May, 2018

L Ganesh
Chairman & Managing Director
DIN :00012583