

9th October 2017

National Stock Exchange of India Limited
Bandra Kurla Complex
Bandra East
Mumbai – 400 051

Sirs

Sub: Compliance with Clause 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Corporate Governance report for the quarter ended 30th September 2017.

We enclose herewith the compliance report on Corporate Governance for the quarter ended 30th September 2017, generated using the NEAPS filing software. In the report generated, we have made the following correction:


Composition of Board of Directors: The space provided in the NEAPS software for filling the "tenure" of independent directors is not sufficient. Hence, we have mentioned in the remarks column in NEAPS software and also corrected manually in the "report generated".

We request you to look into the matter and do the needful.

Kindly take the same on record.

Thanking you

For and on behalf of
RAJSHREE SUGARS & CHEMICALS LIMITED


M.PONRAJ
Company Secretary

Enc: as above



Rajshree Sugars & Chemicals Limited

The Uffizi, 338/8, Avanashi Road, Peelamedu, Coimbatore - 641004, TN, India.

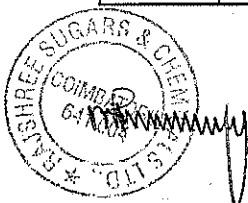
T: +91 - 422 4226222, 2580981-82 F: +91 - 422 2577929 E: rscl@rajshreesugars.com W: www.rajshreesugars.com

CIN: L01542TZ1985PLC001706

CORPORATE GOVERNANCE REPORT
FOR THE QUARTER ENDED 30.9.2017

1. Name of Listed Entity - Rajshree Sugars & Chemicals Limited
 2. Quarter ending - 30-Sep-2017

Composition of Board of Directors										
Title (Mr./ Ms)	Name of the Director	DI N	P A N	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure (in years)	No of Directorship in listed entities including this listed entity	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
Mr.	R.C. H. REDDY	00006184	AALPR4959A	ID	29-Aug-2017		2 ##	2	4	1
Mr.	R VARADA RAJAN	00001738	AAHPV6371Q	ED	05-Jun-2017			2	2	0
Mr.	G.S.V. SUBBA RAO	00001697	ABOPS5917K	ID	29-Aug-2017		2 ##	1	1	1
Mr.	K MOHAN NAIDU	01774192	AFCPM6491A	ID	29-Aug-2017		2 ##	1	1	0
Mr.	P SURULINARAYANA SAMI	01468527	ARLPS8287K	NED	28-Aug-2017			1	0	0



Ms.	RAJS HREE PAT HY	00 00 16 14	AF OPP 284 5K	C & NED	16-Mar- 2015		2	1	0
Mr.	G.R. KART HIKE YAN	01 58 77 47	AC GPK 898 5J	ID	29-Aug- 2017	2 ##	1	1	0
Mr.	RAJA MJ ABD EEN	00 90 53 19	AH WP R54 26N	NED	10-Aug- 2015		1	1	1
Mr.	ADIT YA KRIS HNA PAT HY	00 06 22 24	AM TPK 651 9R	ED	30-Jun- 2017		2	0	0
Mr.	SHEI LEND RA BHA NSAL I	00 59 53 12	ACS PB3 890 M	ID	10-Jul- 2017	5	1	1	0

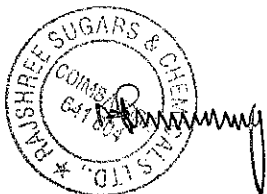
The tenure is 2 years from the date of appointment and extending upto 28th Aug 2019 or the date of 33rd Annual General Meeting whichever is later.

II. Composition of Committees

Audit Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	SHEILENDRA BHANSALI	ID	Member
2	RAJA MJ ABDEEN	NED	Member
3	G.R. KARTHIKEYAN	ID	Member
4	G.S.V. SUBBA RAO	ID	Chairperson
5	R.C.H. REDDY	ID	Member

Stakeholders Relationship Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	R VARADARAJAN	ED	Member
2	RAJA MJ ABDEEN	NED	Chairperson
3	ADITYA KRISHNA PATHY	ED	Member

Risk Management Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership



Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	RAJA MJ ABDEEN	NED	Member
2	R.C.H. REDDY	ID	Member
3	G.R. KARTHIKEYAN	ID	Chairperson

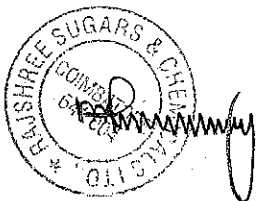
III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
29-May-2017	28-Aug-2017	90

IV. Meeting of Committees				
<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Audit Committee	28-Aug-2017	yes	29-May-2017	90
Stakeholders Relationship Committee	28-Aug-2017	yes	29-May-2017	
Nomination & Remuneration Committee	28-Aug-2017	yes	29-May-2017	

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

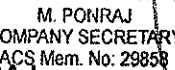
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
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:

NIL

For RAJSHREE SUGARS & CHEMICALS LIMITED,


M. PONRAJ
COMPANY SECRETARY
ACS Mem. No: 29858

Name : M PONRAJ
Designation : Company Secretary

Place: Coimbatore
Date: 9.10.2017



ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

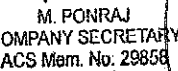
Note:

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.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

Name : M PONRAJ
Designation : Company Secretary

Place: Colmbatore
Date: 9.10.2017

For RAJSHREE SUGARS & CHEMICALS LIMITED,


M. PONRAJ
COMPANY SECRETARY
ACS Mem. No: 29858

