

## CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity : **RAJSHREE SUGARS & CHEMICALS LIMITED**
2. Quarter ending : **31<sup>st</sup> DECEMBER 2015**

### I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/Non- Executive/Independent/Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directors hip in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of members hips in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairpers on in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Ms.	Rajshree Pathy	00001614 AFOPP284 5K	Promoter Chairperson - Executive	16.3.2015	NA	1	1	NIL
Mr.	G.R.Karthikeyan	01587747 ACGPK898 5J	Non Executive - Independent	8.9.2014	3 years	1	2	1
Mr.	Raja M.J.Abdeen	00905319 AHWPR54 26N	Non Executive - Non- Independent	From 10.8.2015 - Liable to retire by rotation	NA	1	2	1
Mr.	R.C.H. Reddy	00006184 AALPR495 9A	Non Executive - Independent	8.9.2014	3 years	2	5	1
Mr.	R.Varadarajan	00001738 AAHPV637 1Q	Non promoter- Executive	5.6.2014	NA	2	3	NIL
Mr	G.S.V. Subba Rao	00001697 ABOPS591 7K	Non Executive - Independent	8.9.2014	3 years	1	1	1
Dr.	K.Mohan Naidu	01774192 AFCPM649 1A	Non Executive - Independent	8.9.2014	3 years	1	2	1
Dr.	P.Surulinarayana nasami	01468527 ARLPS828 7K	Non Executive - Non- Independent	From 8.9.2014 - Liable to retire by rotation	NA	1	NIL	NIL

\$PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



<b>II. Composition of Committees</b>		
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$</i>
1. Audit Committee	Mr.G.S.V.Subba Rao Mr.G.R.Karthikeyan Mr.Raja M.J. Abdeen  Mr.R.C.H.Reddy Dr.K.Mohan Naidu	Non Executive-Independent Non Executive-Independent Non Executive- Non Independent Non Executive-Independent Non Executive-Independent
2. Nomination & Remuneration Committee	Mr.G.R.Karthikeyan Mr.Raja M.J. Abdeen  Mr.R.C.H.Reddy	Non Executive-Independent Non Executive- Non Independent Non Executive-Independent
3. Risk Management Committee(if applicable)	Not applicable	--
4. Stakeholders Relationship Committee'	Mr.Raja M.J. Abdeen  Ms.Rajshree Pathy Mr.R.Varadarajan	Non Executive- Non Independent Executive Executive
5. Corporate Social Responsibility Committee	Dr.K.Mohan Naidu Mr.Raja M.J. Abdeen  Mr.R.Varadarajan	Non Executive-Independent Non Executive- Non Independent Executive

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

### 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>
10 <sup>th</sup> August 2015	5 <sup>th</sup> November 2015	86 days

### IV. Meeting of Committees (Audit Committee only)

<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 meetings in number of days*</i>
5 <sup>th</sup> November 2015	Yes	10 <sup>th</sup> August 2015	87 days



This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	No 'material' transactions were entered into with related parties.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**Note**

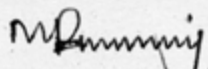
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee - **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.
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.
5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. No comments/observations/advice of Board of Directors has been received.

For RAJSHREE SUGARS & CHEMICALS LIMITED,

  
 Name : M. PONRAJ  
 Designation : Company Secretary

Place: Coimbatore  
 Date: 12<sup>th</sup> January 2016

