

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity : **RAJSHREE SUGARS & CHEMICALS LIMITED**

2. Quarter ending : **31st MARCH 2016**

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/Non- Executive/Independent/Non-minee) &	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.Surulinaraya nasami	01468527 ARLPS828 7K	Non Executive - Non-	From 8.9.2014 - Liable to	NA	1	NIL	NIL



			Independent	retire by rotation				
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\$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

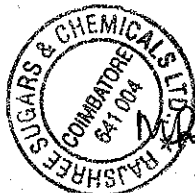
* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees		
<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>
5 th November 2015	10 th February 2016	97 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>
10 th February 2016	Yes	5 th November 2015	97 days

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

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)<small>refer note below</small>
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

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - Risk management committee - **NOT APPLICABLE**
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- 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.


Name : M. PONRAJ
Designation : Company Secretary

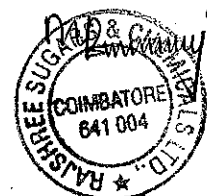
Place: Coimbatore
Date: 12th April 2016



**CORPORATE GOVERNANCE REPORT FOR THE
FINANCIAL YEAR ENDED 31ST MARCH 2016**

I. Disclosure on website in terms of Listing Regulations

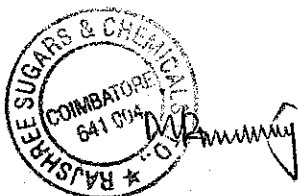
Item	Compliance status (Yes / No / NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of Board of Directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism / Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes. Non-executive Directors are not being paid any compensation except sitting fees.
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
E-mail address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding Pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Yes



New name and the old name of the listed entity	NA
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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) ✓	Yes
Meeting of Board of Directors	17(2) ✓	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) ✓	Will be complied in the Annual Report
Risk Assessment & Management	17(9) ✓	Yes
Performance Evaluation of Independent Directors	17(10) ✓	Yes
Composition of Audit Committee	18(1) ✓	Yes
Meeting of Audit Committee	18(2) ✓	Yes
Composition of nomination & remuneration committee	19(1) & (2) ✓	Yes
Composition of Stakeholder Relationship committee	20(1) & (2) ✓	Yes
Composition and role of risk management committee	21(1), (2), (3), (4) ✓	Yes



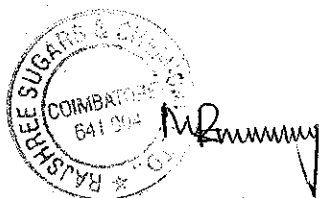
Vigil Mechanism	22 ✓	Yes
Policy for related party transaction	23(1), (5), (6), (7) and (8) ✓	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3) ✓	Yes
Approval for material related party transactions	23(4) ✓	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1) ✓	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5), & (6) ✓	Yes
Maximum Directorship & Tenure	25(1) & (2) ✓	Yes
Meeting of independent directors	25(3) & (4) ✓	Yes
Familiarization of independent directors	25(7) ✓	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

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.



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.

M. Ponraj

**Name : M. PONRAJ
Designation : Company Secretary**

**Place: Coimbatore
Date: 12th April 2016**

