

12th April, 2018

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 and year ended 31st March 2018.

We enclose herewith the compliance report on Corporate Governance for the quarter ended 31st March 2018, 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.

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CIN: L01542TZ1985PLC001706

CORPORATE GOVERNANCE REPORT

FOR THE QUARTER ENDED 31.3.2018

1. Name of Listed Entity - **Rajshree Sugars & Chemicals Limited**
 2. Quarter ending - **31-Mar-2018**

I. 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 months)	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 RED DY	00 00 61 84	AAL PR4 959 A	ID	29-Aug-2017		24 ##	2	5	1
Mr.	R VAR ADA RAJA N	00 00 17 38	AA HPV 637 1Q	ED	05-Jun-2017			2	2	0
Mr.	G.S.V SUBB A RAO	00 00 16 97	AB OPS 591 7K	ID	29-Aug-2017		24 ##	1	1	1
Mr.	K MOH AN NAID U	01 77 41 92	AFC PM 649 1A	ID	29-Aug-2017		24 ##	1	0	0
Mr.	P SUR ULIN ARAY ANA SAMI	01 46 85 27	ARL PS8 287 K	NED	28-Aug-2017			1	0	0



Ms.	RAJS HREE PATH Y	00 00 16 14	AFO PP2 845 K	C & NED	16-Mar- 2015			2	0	0
Mr.	G.R. KART HIKE YAN	01 58 77 47	AC GPK 898 5J	ID	29-Aug- 2017		24 ##	2	2	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 PATH Y	00 06 22 24	AM TPK 651 9R	ED	30-Jun- 2017			2	1	0
Mr.	SHEI LEND RA BHA NSAL I	00 59 53 12	ACS PB3 890 M	ID	10-Jul- 2017		60	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	R.C.H. REDDY	ID	Member
2	SHEILENDRA BHANSALI	ID	Member
3	RAJA MJ ABDEEN	NED	Member
4	G.R. KARTHIKEYAN	ID	Member
5	G.S.V. SUBBA RAO	ID	Chairperson

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

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>
24-Nov-2017	05-Feb-2018	72

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	05-Feb-2018	yes	24-Nov-2017	72
Stakeholders Relationship Committee	05-Feb-2018	yes	24-Nov-2017	
Nomination & Remuneration Committee	05-Feb-2018	yes	--	

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


Name : M PONRAJ
Designation : Company Secretary

Place : Coimbatore
Date : 12.4.2018



CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED 31.3.2018

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	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Not Applicable	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email 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	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
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)	Not Applicable
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)	Yes
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)	Not Applicable
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (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)	Not Applicable



Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Not Applicable
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

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. - **Not Applicable**

Name : M PONRAJ
Designation : Company Secretary

Place : Coimbatore
Date : 12.4.2018

