

13th July 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 June 2017.

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

- 1. 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".
- 2. Affirmations :** In the Affirmation part, there is no provision for remarks. Hence, we have given the remarks in the report generated and also furnished hereunder:

Consequent to appointment of Mr.Aditya Krishna Pathy, a Promoter and non-independent Director, the Board will be short of one Independent Director. Accordingly, the Board of Directors has co-opted Mr.Sheilendra Bhansali as an Additional Director to hold office as Independent Director of the Company, from 10th July 2017, upto the date of the ensuing Annual General Meeting.

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



CORPORATE GOVERNANCE REPORT

FOR THE QUARTER ENDED 30.6.2017

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

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	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	006184	AALPR4959A	ID	08-Sep-2014		3 years ##	2	5	1
Mr.	R. VARADARAN JAN	00001738	AAHPV6371Q	ED	05-Jun-2017			2	2	0
Mr.	G.S.V. SUBBARAO	00001697	ABOP55917K	ID	08-Sep-2014		3 years ##	1	1	1
Mr.	K. MOHAN NAIDU	01774192	AFCPM6491A	ID	08-Sep-2014		3 years ##	1	1	0
Mr.	P. SURULINARAYANAMI	01468527	ARLPS8287K	NED	08-Sep-2014			1	0	0
Ms.	RAJSHREE PATHY	00001614	AFOPP2845K	C & NED	16-Mar-2015			2	2	0
Mr.	G.R. KARTHIKEY	015877	ACGPK8985J	ID	08-Sep-2014		3 years ##	1	1	0



Mr.	AN RAJA MJ ABDE EN	47 00 90 53 19	AH WP R54 26N	NED	10-Aug- 2015			1	1	1
Mr.	ADIT YA KRISH NA PATH Y	00 06 22 24	AM TPK 651 9R	ED	30-Jun- 2017			2	1	0

The tenure of all the Independent Directors is 3 years from the 'date of appointment' or 'the date of Annual General Meeting' to be held in the year 2017, whichever is earlier.

II. Composition of Committees

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

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			
Sr. No.	Name of the Director	Category	Chairperson/Membership
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		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
02-Feb-2017	29-May-2017	115

IV. Meeting of Committees				
Name of the committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
				115



Audit Committee	29-May-2017	yes	02-Feb-2017
Stakeholders Relationship Committee	29-May-2017	yes	02-Feb-2017
Nomination & Remuneration Committee	29-May-2017	yes	02-Feb-2017

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
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**


However, consequent to appointment of Mr. Aditya Krishna Pathy, a Promoter and non-independent Director, the Board will be short of one Independent Director. Accordingly, the Board of Directors has co-opted Mr. Sheilendra Bhansali as an Additional Director to hold office as Independent Director of the Company, from 10th July 2017, upto the date of the ensuing Annual General Meeting.

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

For RAJSHREE SUGARS & CHEMICALS LIMITED,


M. PONRAJ
COMPANY SECRETARY
ACS Mem. No: 2985g

Place: Coimbatore
Date: 13.7.2017

