

CORPORATE GOVERNANCE REPORT

FOR THE QUARTER ENDED 31.3.2017

1. Name of Listed Entity - **Rajshree Sugars & Chemicals Limited**
 2. Quarter ending - **31-Mar-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 RFD DY	00 00 61 84	AAL PR4 959 A	ID	08-Sep-2014		3 year s ##	2	5	1
Mr.	R VAR ADA RAJA N	00 00 17 38	AA HPV 637 1Q	ED	05-Jun-2014			2	3	0
Mr.	G.S.V SUBB A RAO	00 00 16 97	AB OPS 591 7K	ID	08-Sep-2014		3 year s ##	1	1	1
Mr.	K MOH AN NAID U	01 77 41 92	AFC PM 649 1A	ID	08-Sep-2014		3 year s ##	1	2	1
Mr.	P SUR ULIN ARAY ANA SAMI	01 46 85 27	ARL PS8 287 K	NED	08-Sep-2014			1	0	0
Ms.	RAJS	00	AFO	C & ED	16-Mar-			2	2	0



	HREE PATH Y	00 16 14	PP2 845 K		2015					
Mr.	G.R. KART HIKE YAN	01 58 77 47	AC GPK 898 5J	ID	08-Sep- 2014		3 year s ##	1	2	1
Mr.	RAJA MJ ABD EEN	00 90 53 19	AH WP R54 26N	NED	10-Aug- 2015			1	2	1

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	RAJSHREE PATHY	C & 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)
07-Nov-2016	02-Feb-2017	86



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)
Audit Committee	02-Feb-2017	yes	07-Nov-2016	86
Stakeholders Relationship Committee	02-Feb-2017	yes	07-Nov-2016	
Nomination & Remuneration Committee	02-Feb-2017	yes	07-Nov-2016	

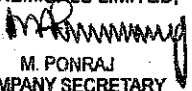
V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
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

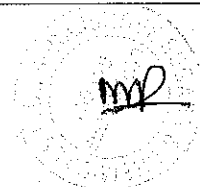
For RAJSHREE SUGARS & CHEMICALS LIMITED,


 M. PONRAJ
 COMPANY SECRETARY
 ACS Mem. No. 29858

Name : M PONRAJ
 Designation : Company Secretary
 Place : Coimbatore
 Date : 11.4.2017

CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED 31.3.2017

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	
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	NA	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	NA. No Independent Directors appointed during the year.
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Will be complied in Annual Report.
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	NA
<i>Vigil Mechanism</i>	22	Yes

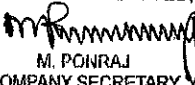


Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate 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

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. - **Yes**

For RAJSHREE SUGARS & CHEMICALS LIMITED,


M. PONRAJ
COMPANY SECRETARY
ACS Mem. No. 29858

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