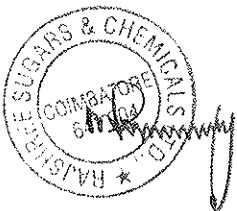


**CORPORATE GOVERNANCE REPORT**

**FOR THE QUARTER ENDED 30.9.2018**

1. Name of Listed Entity - **Rajshree Sugars & Chemicals Limited**  
 2. Quarter ending - **30-Sep-2018**

I. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DIN	PAN	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	0000 6184	AAL PR4 959 A	ID	29-Aug-2017		24 ##	2	5	1
Mr.	R VARAD ARAJAN	0000 1738	AAH PV6 371 Q	ED	05-Jun-2017			2	2	0
Mr.	G.S.V. SUBBARAO	0000 1697	ABO PS5 917 K	ID	29-Aug-2017		24 ##	1	1	1
Mr.	K MOHAN NAIDU	0177 4192	AFC PM 649 1A	ID	29-Aug-2017		24 ##	1	0	0
Mr.	P SURULI NARAYANASAMI	0146 8527	ARL PS8 287 K	NED	28-Aug-2017			1	0	0
Ms.	RAJSHREE PATHY	0000 1614	AFO PP2 845 K	C & NED	16-Mar-2015			2	0	0
Mr.	G.R. KARTHIKEYAN	0158 7747	ACG PK8 985J	ID	29-Aug-2017		24 ##	2	2	0
Mr.	RAJA MJ ABDEEN	0090 5319	AH WP R54 26N	NED	31-Aug-2018			1	1	1



Mr.	SHEILEN DRA BHANS ALI	0059 5312	ACS PB3 890 M	ID	10-Jul- 2017		60	1	2	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 to be held in the year 2019, whichever is later.

## II. Composition of Committees

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

<b>Stakeholders Relationship Committee</b>			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	RAJA MJ ABDEEN	NED	Chairperson
2	R VARADARAJAN	ED	Member
3	SHEILENDRA BHANSALI	ID	Member

<b>Risk Management Committee</b>			
Sr. No.	Name of the Director	Category	Chairperson/Membership

<b>Nomination and Remuneration Committee</b>			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	RAJA MJ ABDEEN	NED	Member
2	G.R. KARTHIKEYAN	ID	Chairperson
3	R.C.H. REDDY	ID	Member

<b>III. Meeting of Board of Directors</b>		
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)
14-May-2018	11-Aug-2018	88

<b>IV. Meeting of Committees</b>				
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	11-Aug-2018	5	14-May-2018	88



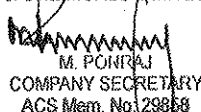
<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by 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. 29868

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

Place: Coimbatore  
 Date: 8.10.2018



**ANNEXURE III**


**Affirmations**

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, <del>business responsibility report</del> displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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.

For RAJSHREE SUGARS & CHEMICALS LIMITED,

  
**M PONRAJ**  
 COMPANY SECRETARY  
 ACS Mem. No. 29858

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

Place: Coimbatore  
 Date: 8.10.2018

