

CORPORATE GOVERNANCE REPORT
FOR THE QUARTER ENDED 31.3.2019

1. Name of Listed Entity - **Rajshree Sugars & Chemicals Limited**
2. Quarter ending - **31-Mar-2019**

i. Composition Of Board Of Director

| Title (Mr./Ms) | Name of the Director | DIN | PAN | Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee) | Sub Category | 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 | Membership in Committees of the Company | Remarks |
|----------------|------------------------|----------|------------|--|--------------|---------------------|-------------------|--------|--|---|--|---|---------|
| Mr. | R.C.H. REDD Y | 00006184 | AALPR4959A | ID | | 29-Aug-2017 | | 24## | 2 | 5 | 1 | AC,NRC | |
| Mr. | R VARA DARAJAN | 00001738 | AAHPV6371Q | ED | | 05-Jun-2017 | | | 2 | 2 | 0 | SRC | |
| Mr. | G.S.V. SUBB A RAO | 00001697 | ABOP55917K | ID | | 29-Aug-2017 | | 24## | 1 | 1 | 1 | AC | |
| Mr. | K MOHAN NAIDU | 01774192 | AFCPM6491A | ID | | 29-Aug-2017 | | 24## | 1 | 0 | 0 | | |
| Mr. | P SURU LINARAYAN ASAMI | 01468527 | ARLPS8287K | NED | | 28-Aug-2017 | | | 1 | 0 | 0 | | |



| | | | | | | | | | | | | | |
|-----|------------------------------------|------------------|------------------------|------------|--|-----------------|--|----------|---|---|---|---------------|--|
| Ms. | RAJSH REE PATHY | 000 016 14 | AFO PP2 845 K | C & NED | | 16-Mar- 2015 | | | 2 | 1 | 0 | | |
| Mr. | G.R. KART HIKEY AN | 015 877 47 | ACG PK8 985J | ID | | 29-Aug- 2017 | | 24 ## | 2 | 2 | 0 | AC,NR C | |
| Mr. | RAJA MJ ABDE EN | 009 053 19 | AH WP R54 26N | NED | | 31-Aug- 2018 | | | 1 | 1 | 1 | AC,SC, NRC | |
| Mr. | SHEIL ENDR A BHAN SALI | 005 953 12 | ACS PB3 890 M | ID | | 10-Jul- 2017 | | 60 | 1 | 2 | 0 | AC,SC | |

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| Company Remarks | ## For Independent Directors, the tenure is 2 years from the date of appointment and extending upto 28th August 2019 or the date of 33rd Annual General Meeting to be held in the year 2019, whichever is later. |
| Whether Permanent chairperson appointed | Yes |

ii. Composition of Committees

a. Audit Committee

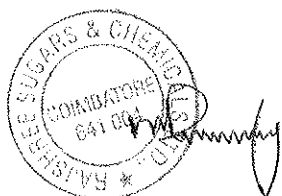
| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1 | SHEILENDRA BHANSALI | ID | Member | 10-Jul-2017 | |
| 2 | G.R. KARTHIKEYAN | ID | Member | 10-Jul-2017 | |
| 3 | G.S.V. SUBBA RAO | ID | Chairperson | 10-Jul-2017 | |
| 4 | R.C.H. REDDY | ID | Member | 10-Jul-2017 | |
| 5 | RAJA MJ ABDEEN | NED | Member | 10-Jul-2017 | |

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| Company Remarks | Reconstituted on 10th July 2017 |
| Whether Permanent chairperson appointed | Yes |

b. Stakeholders Relationship Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1 | R VARADARAJAN | ED | Member | 05-Jul-2018 | |
| 2 | SHEILENDRA BHANSALI | ID | Member | 05-Jul-2018 | |
| 3 | RAJA MJ ABDEEN | NED | Chairperson | 05-Jul-2018 | |

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|---|--------------------------------|
| Company Remarks | Reconstituted on 5th July 2018 |
| Whether Permanent chairperson appointed | Yes |



c. Risk Management Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
|---------|----------------------|----------|------------------------|------------------|----------------|

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| Company Remarks | |
| Whether Permanent chairperson appointed | |

d. Nomination and Remuneration Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1 | RAJA MJ ABDEEN | NED | Member | 30-Jun-2006 | |
| 2 | R.C.H. REDDY | ID | Member | 30-Jun-2006 | |
| 3 | G.R. KARTHIKEYAN | ID | Chairperson | 30-Jun-2006 | |

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|---|---------------------------------|
| Company Remarks | Reconstituted on 30th June 2006 |
| Whether Permanent chairperson appointed | Yes |

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 |
|---|---|
| 03-Nov-2018 | 14-Feb-2019 |

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| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) | 102 |

iv. Meeting of Committees

| Name of the Committee | Date(s) of meeting during of the committee in the previous quarter | Date(s) of meeting of the committee in the relevant quarter | Requirement of Quorum met (details) | Whether requirement of Quorum met (Yes/No) |
|-------------------------------------|--|---|-------------------------------------|--|
| Audit Committee | 03-Nov-2018 | 14-Feb-2019 | 5 | Yes |
| Stakeholders Relationship Committee | | 14-Feb-2019 | 3 | Yes |
| Nomination & Remuneration Committee | | 14-Feb-2019 | 3 | Yes |

| | |
|--|-----|
| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 102 |



v. **Related Party Transactions**

| <i>Subject</i> | <i>Compliance status (Yes/No/NA)</i> | <i>Remark</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 | |

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|--|-----|
| Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions | Nil |
|--|-----|

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,

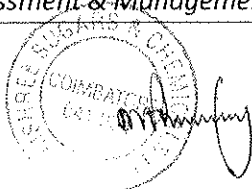

 M. PONRAJ
 COMPANY SECRETARY
 ACS Mem. No: 29858

Name : M PONRAJ
 Designation : Company Secretary & Compliance Officer

Place: Coimbatore
 Date: 12.4.2019

CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED 31.3.2019

| I. Disclosure on website in terms of Listing Regulations | | | |
|---|--------------------------|--------------------------|------------------------|
| Item | Compliance status | Company Remark | Website |
| Details of business | Yes | | www.rajshreesugars.com |
| Terms and conditions of appointment of independent directors | Yes | | www.rajshreesugars.com |
| Composition of various committees of board of directors | Yes | | www.rajshreesugars.com |
| Code of conduct of board of directors and senior management personnel | Yes | | www.rajshreesugars.com |
| Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | | www.rajshreesugars.com |
| Criteria of making payments to non-executive directors | Yes | | www.rajshreesugars.com |
| Policy on dealing with related party transactions | Yes | | www.rajshreesugars.com |
| Policy for determining 'material' subsidiaries | Not Applicable | | |
| Details of familiarization programs imparted to independent directors | Yes | | www.rajshreesugars.com |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | | www.rajshreesugars.com |
| email address for grievance redressal and other relevant details | Yes | | www.rajshreesugars.com |
| Financial results | Yes | | www.rajshreesugars.com |
| Shareholding pattern | Yes | | www.rajshreesugars.com |
| 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 | Company Remark |
| <i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i> | 16(1)(b) & 25(6) | Yes | |
| <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) | Yes | |
| <i>Risk Assessment & Management</i> | 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) & | 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 | |

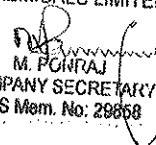
| | |
|-------------------|-----|
| Other Information | Nil |
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III Affirmations:

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**

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| Other Information | Nil |
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For RAJSHREE SUGARS & CHEMICALS LIMITED,


M. PONRAJ
COMPANY SECRETARY
ACS Mem. No: 28858

Name : M PONRAJ
Designation : Company Secretary & Compliance Officer

Place: Coimbatore
Date: 12.4.2019