

**RAJSHREE SUGARS & CHEMICALS LIMITED**  
**CORPORATE GOVERNANCE REPORT FOR THE QUARTER / YEAR ENDED 31<sup>ST</sup> MARCH 2022**

<b>General information about company</b>	
Scrip code	500354
NSE Symbol	RAJSREESUG
MSEI Symbol	NOT LISTED
ISIN	INE562B01019
Name of the entity	RAJSHREE SUGARS & CHEMICALS LIMITED
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
Risk management committee	Not Applicable
Market Capitalization as per immediate previous Financial Year	Top 2000 listed entities

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Annexure I																			
Annexure I to be submitted by listed entity on quarterly basis																			
I. Composition of Board of Directors																			
Disclosure of notes on composition of board of directors explanatory																			
Whether the listed entity has a Regular Chairperson																			
Whether Chairperson is related to MD or CEO																			
Sr	Title (Mr / Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Ms	RAJSHREE PATHY	00001614	Non-Executive - Non Independent Director	Chairperson related to Promoter		15-04-1956	NA		13-12-1985	16-03-2015			1	0	0	0		
2	Mr	P.SURULINARAYANASAMI	01468527	Non-Executive - Non Independent Director	Not Applicable		15-01-1938	Yes	28-12-2020	13-07-1989	28-12-2020			1	0	0	0		
3	Mr	S.VASUDEVAN	01567080	Non-Executive - Independent Director	Not Applicable		15-05-1954	NA		30-09-2019	30-09-2019		60	2	2	3	0		
4	Mr	S.KRISHNASWAMI	08530320	Non-Executive - Independent Director	Not Applicable		02-03-1938	Yes	30-09-2019	30-09-2019	30-09-2019		36	1	1	1	0		
5	Mr	SHEILENDRA BHANSALI	00595312	Non-Executive - Independent Director	Not Applicable		04-07-1965	NA		10-07-2017	10-07-2017		60	1	1	2	2		
6	Mr	K. ILANGO	00124115	Non-Executive - Independent Director	Not Applicable		23-07-1964	NA		30-09-2019	30-09-2019		60	2	2	1	0		
7	Mr	R VARADARAJAN	00001738	Executive Director	Not Applicable	CEO	22-04-1958	NA		05-06-2003	05-06-2020			2	1	3	0		

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<b>Annexure 1</b>							
<b>II. Composition of Committees</b>							
Disclosure of notes on composition of committees explanatory							
<b>Audit Committee Details</b>							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00595312	SHEILENDRA BHANSALI	Non-Executive - Independent Director	Chairperson	10-07-2017		
2	01567080	S.VASUDEVAN	Non-Executive - Independent Director	Member	30-10-2019		
3	00124115	K. ILANGO	Non-Executive - Independent Director	Member	30-10-2019		
4	00001738	R VARADARAJAN	Executive Director	Member	30-10-2019		

<b>Nomination and remuneration committee</b>							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01567080	S.VASUDEVAN	Non-Executive - Independent Director	Chairperson	30-10-2019		
2	00595312	SHEILENDRA BHANSALI	Non-Executive - Independent Director	Member	30-10-2019		
3	00001614	RAJSHREE PATHY	Non-Executive - Non Independent Director	Member	30-10-2019		

<b>Stakeholders Relationship Committee</b>							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00595312	SHEILENDRA BHANSALI	Non-Executive - Independent Director	Chairperson	11-08-2018		
2	08530320	S.KRISHNASWAMI	Non-Executive - Independent Director	Member	30-10-2019		
3	00001738	R VARADARAJAN	Executive Director	Member	30-10-2019		

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<b>Risk Management Committee</b>							
Whether the Risk Management Committee has a Regular Chairperson					-		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
-	-	-	-	-	-	-	-

<b>Corporate Social Responsibility Committee</b>							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08530320	S.KRISHNASWAMI	Non-Executive - Independent Director	Chairperson	30-10-2019		
2	00124115	K. ILANGO	Non-Executive - Independent Director	Member	30-10-2019		
3	00001738	R VARADARAJAN	Executive Director	Member	30-10-2019		

<b>Other Committee</b>							
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks	
1	00001738	R VARADARAJAN	SHARE TRANSFER COMMITTEE	Executive Director	Chairperson		
2	00595312	SHEILENDRA BHANSALI	SHARE TRANSFER COMMITTEE	Non-Executive - Independent Director	Member		
3	08530320	S.KRISHNASWAMI	SHARE TRANSFER COMMITTEE	Non-Executive - Independent Director	Member		
4	00124115	K. ILANGO	SHARE TRANSFER COMMITTEE	Non-Executive - Independent Director	Member		
5	01567080	S.VASUDEVAN	COMPENSATION COMMITTEE	Non-Executive - Independent Director	Chairperson		
6	00124115	K. ILANGO	COMPENSATION COMMITTEE	Non-Executive - Independent Director	Member		
7	08530320	S.KRISHNASWAMI	COMPENSATION COMMITTEE	Non-Executive - Independent Director	Member		
8	00001614	RAJSHREE PATHY	COMPENSATION COMMITTEE	Non-Executive - Non Independent Director	Member		

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**Annexure 1**

<b>III. Meeting of Board of Directors</b>						
Disclosure of notes on meeting of board of directors explanatory			-			
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present	No. of Independent Directors attending the meeting*
1	10-11-2021			Yes	6	4
2	10-02-2022	91		Yes	7	4

<b>IV. Meeting of Committees</b>								
Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	10-11-2021				Yes	4	3
2	Audit Committee	10-02-2022	91			Yes	4	3
3	Nomination and remuneration committee	09-02-2022				Yes	3	2
6	Stakeholders Relationship Committee	09-02-2022				Yes	3	2

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<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
Sr	Subject	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
<b>Disclosure of notes on related party transactions</b>			-
<b>Disclosure of notes of material transaction with related party</b>			-

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.rajshreesugars.com
2	Terms and conditions of appointment of independent directors	NA		
3	Composition of various committees of board of directors	Yes		www.rajshreesugars.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.rajshreesugars.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.rajshreesugars.com
6	Criteria of making payments to non-executive directors	Yes		www.rajshreesugars.com
7	Policy on dealing with related party transactions	Yes		www.rajshreesugars.com
8	Policy for determining ‘material’ subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.rajshreesugars.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.rajshreesugars.com
11	email address for grievance redressal and other relevant details	Yes		www.rajshreesugars.com
12	Financial results	Yes		www.rajshreesugars.com

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13	Shareholding pattern	Yes		www.rajshreesugars.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.rajshreesugars.com
18	Credit rating or revision in credit rating obtained	Yes		www.rajshreesugars.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.rajshreesugars.com
21	Materiality Policy as per Regulation 30	Yes		www.rajshreesugars.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.rajshreesugars.com
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]	--		

**Annexure 1**

**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
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 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 500 listed entities)</b>	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure	Yes

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	requirements) Regulations, 2015.	
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>	-

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	M PONRAJ
2	Designation	Company Secretary and Compliance Officer

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	NA	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	

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14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
<b>Any other information to be provided</b>				--

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Annexure II		
1	Name of signatory	M PONRAJ
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
<b>Any other information to be provided</b>		--

Additional Half yearly Disclosure	
Applicability of disclosure	Not Applicable
Reason for Non Applicability	The Company has not granted any loan / guarantees / comfort letters / securities etc., to the Promoter / Promoter Group / KMPs or any other entity controlled by them, during the half year ended 31st March 2022

Annexure II		
1	Name of signatory	M PONRAJ
2	Designation	Company Secretary and Compliance Officer

Signatory Details	
Name of signatory	M PONRAJ
Designation of person	Company Secretary and Compliance Officer
Place	COIMBATORE
Date	21-04-2022