

May 30, 2023

BSE Limited
P.J.Towers
Dalal Street
Mumbai – 400 001.

National Stock Exchange of India Limited
Bandra Kurla Complex
Bandra East
Mumbai – 400 051.

Sirs

Sub : Annual Secretarial Compliance Report for the year ended 31st March 2023.

Ref : BSE Scrip code: 500354 NSE Scrip symbol: RAJSREESUG

We are enclosing herewith copy of the Annual Secretarial Compliance Report for the year ended 31st March 2023, as required under regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, issued by Mr.G.Soundarrajan (Certificate of Practice No. 4993; Peer Review No. 2101/2022) , Practicing Company Secretary, Coimbatore.

Kindly take the same on record.

Thanking you

For and on behalf of
RAJSHREE SUGARS & CHEMICALS LIMITED

M.Ponraj
Company Secretary
ICSI Membership No.A29858

Enc: As above

Rajshree Sugars & Chemicals Limited

The Uffizi, 338/8, Avanashi Road, Peelamedu, Coimbatore – 641 004, TN, India.

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ANNUAL SECRETARIAL COMPLIANCE REPORT

of

M/s.RAJSHREE SUGARS &CHEMICALS LIMITED

Financial year ended 31stMarch 2023

[Pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated February, 08, 2019 or any amendment thereunder]

To

M/s RAJSHREE SUGARS & CHEMICALS LIMITED
UFFIZI, 338/8 AVANASHI ROAD,
PEELAMEDU
COIMBATORE-641004

I have examined:

- (a) all the documents and records made available to me and explanation provided by **M/s.RAJSHREE SUGARS & CHEMICALS LIMITED** [hereinafter called as 'the listed entity'] (CIN-L01542TZ1985PLC001706)
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification for the year ended 31st March,2023 [hereinafter called as 'review period'] in respect of compliance with the provisions of :
 - i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - ii) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder have been examined, include:-

- (a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as LODR);
- (b) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
(Not applicable during the review period)
- (c) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- (d) SEBI (Buyback of Securities) Regulations, 2018; (Not Applicable during the review period.)
 (e) SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 (f) SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2008; (Not Applicable during the review period.)
 (g) SEBI (Prohibition of Insider Trading) Regulations, 2015;
 (h) SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

and circulars/guidelines issued thereunder wherever applicable;

And based on the above examination, I hereby report that, during the Review Period the Listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder.

The following additional affirmations are given as per Circulars No.20230316-14 dated 16-03-2023 of BSE Limited (BSE) and Circular No.NSE/CML/2023/30 dated 10/04/2023 of National Stock Exchanges of India Limited (NSE):

S.No	Particulars	Compliance Status (Yes/NO/NA)	Observations/ Remarks by PCS
1	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	--
2	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes Yes	--
3	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/info under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 	Yes Yes Yes	--



S.No	Particulars	Compliance Status (Yes/NO/NA)	Observations/ Remarks by PCS
	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	No	Mr.Pethinaidu Narayanasami Suruli, DIN-01468527 has been debarred or disqualified from being appointed or continuing as director of Company u/s 164(2)(a) with effect from 31 st October 2022.
5	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>Identification of material subsidiary companies</p> <p>Requirements with respect to disclosure of material as well as other subsidiaries</p>	N.A N.A	The Company does not have any subsidiaries during the reporting period
6	<p><u>Preservation of Documents</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under LODR.</p>	Yes	--
7	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees during every financial year as prescribed in SEBI Regulations</p>	Yes	--
8	<p><u>Related Party Transactions (RPT)</u></p> <p>a. The listed entity has obtained prior approval of Audit Committee for all RPT.</p> <p>b. In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p>	Yes N.A	The Company has obtained prior approval



S.No	Particulars	Compliance Status (Yes/NO/NA)	Observations/ Remarks by PCS
9	<u>Disclosure of events or information</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of LODR within the time limits prescribed thereunder.	Yes	--
10	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	--
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder, except stated hereunder.	Yes	Please refer the details below.
12	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	--



a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

S. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Filing of RPT	Regulation 23(9) of LODR	No deviation. Since the Company was unable to find the proper tab. the filing was made in the Tab 'MPS Compliance- Others' for BSE	With the advice of BSE the same was filed under the proper tab on 3.6.2022.	However fine was imposed by BSE for delayed filing.	---	Rs.- 11800	The said filing was done within the stipulated time with NSE under proper tab.	There was no intentional delay by the Company.	The Company has paid the fine and requested the exchange for waiver of Fine. The response of the Exchange is awaited

The reporting of actions by the listed entity to comply with the observations made in previous reports does not arise during the review period

Place: Coimbatore
Date : 15.05.2023

Name : *G. Soundarrajan*
G.SOUNDARRAJAN

Designation : Practicing Company Secretary
ACS- 13993-C.P. No. 4993
P.R.No: 2101/2022
UDIN: A013993E000300631

