

12th July 2018

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

Sirs

Sub: Compliance with Clause 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Corporate Governance report for the quarter ended 30th June 2018.

We enclose herewith the compliance report on Corporate Governance for the quarter ended 30th June 2018, generated using the NEAPS filing software. In the report generated, we have made the following correction:

Composition of Board of Directors: The space provided in the NEAPS software for filling the “tenure” of independent directors is not sufficient. Hence, we have mentioned in the remarks column in NEAPS software and also corrected manually in the “report generated”.

We request you to look into the matter and do the needful.

Kindly take the same on record.

Thanking you

For and on behalf of
RAJSHREE SUGARS & CHEMICALS LIMITED


M.PONRAJ
Company Secretary

Enc: as above



Rajshree Sugars & Chemicals Limited

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CIN: L01542TZ1985PLC001706

CORPORATE GOVERNANCE REPORT
FOR THE QUARTER ENDED 30.6.2018

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

I. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DI N	PA 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 Chairpersons in Audit/Stakeholder Committee held in listed entities including this listed entity
Mr.	R.C.H. REDDY	00 00 61 84	AAL PR4 959 A	ID	29-Aug-2017		24 ##	2	5	1
Mr.	R VARADARAJAN	00 00 17 38	AAH PV6 371 Q	ED	05-Jun-2017			2	2	0
Mr.	G.S.V. SUBBA RAO	00 00 16 97	ABO PS59 17K	ID	29-Aug-2017		24 ##	1	1	1
Mr.	K MOHAN NAIDU	01 77 41 92	AFC PM6 491 A	ID	29-Aug-2017		24 ##	1	0	0
Mr.	P SURULINAR AYANASAMI	01 46 85 27	ARLP S828 7K	NED	28-Aug-2017			1	0	0
Ms.	RAJSHREE PATHY	00 00 16 14	AFO PP28 45K	C & NED	16-Mar-2015			2	0	0
Mr.	G.R. KARTHIKEYAN	01 58 77 47	ACG PK89 85J	ID	29-Aug-2017		24 ##	2	2	0
Mr.	RAJA MJ ABDEEN	00 90 53 19	AH WPR 5426 N	NED	10-Aug-2015			1	1	1
Mr.	SHEILENDRA BHANSALI	00 59 53 12	ACS PB3 890 M	ID	10-Jul-2017		60	1	1	0



Note: Mr.Aditya Krishna Pathy has resigned from the position of Managing Director and Director of the company from the closing hours of 26th June 2018.

The tenure is 2 years from the date of appointment and extending upto 28th Aug 2019 or the date of 33rd Annual General Meeting whichever is later.

II. Composition of Committees

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

Stakeholders Relationship Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	R VARADARAJAN	ED	Member
2	RAJA MJ ABDEEN	NED	Chairperson

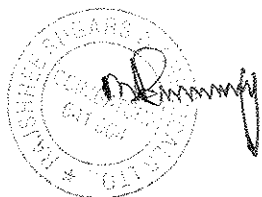
Note: Mr.Aditya Krishna Pathy has resigned from the position of Managing Director and Director of the company from the closing hours of 26th June 2018 and hence the Board will reconstitute the Committee in its next meeting.

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	RAJA MJ ABDEEN	NED	Member
2	G.R. KARTHIKEYAN	ID	Chairperson
3	R.C.H. REDDY	ID	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)
05-Feb-2018	14-May-2018	97

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	14-May-2018	5	05-Feb-2018	97
Stakeholders Relationship Committee	14-May-2018	3	05-Feb-2018	
Nomination & Remuneration Committee	14-May-2018	3	05-Feb-2018	



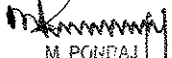
V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

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: 294/18

Name : M PONRAJ
 Designation : Company Secretary

Place: Coimbatore
 Date: 12.7.2018

