

Ref.No: SEC24048

28th May 2024

National Stock Exchange of India Limited
Bandra Kurla Complex
Bandra East
Mumbai – 400 051.
Scrip Symbol : RAJSREESUG

BSE Limited
P.J.Towers
Dalal Street
Mumbai – 400 001.
Scrip Code : 500354

Sirs,

Sub: Annual Secretarial Compliance Report for the year ended 31st March 2024.

We are enclosing herewith a copy of the Annual Secretarial Compliance Report for the year ended 31st March 2024, 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.

T: +91- 422 4226222, 2580981-82 F: +91- 422 2577929 E: rscl@rajshreesugars.com W: www.rajshreesugars.com

CIN: L01542TZ1985PLC001706

ANNUAL SECRETARIAL COMPLIANCE REPORT

of

M/s.RAJSHREE SUGARS &CHEMICALS LIMITED

For the Financial year ended 31st March 2024

[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 Report for the year ended 31st March,2024 [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 SEBI

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

- (a) SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015;
- (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, 2021; (Not Applicable during the review period);
- (g) SEBI (Prohibition of Insider Trading) Regulations, 2015;
- (h) other regulations as applicable;
- SEBI (Depositories and Participants) Regulation, 2018.

and circulars/guidelines issued thereunder;

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 except in respect of matters specified below

- 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 Advisory/Clarification/ Fine/ Show case Notice/ Warning etc	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

- b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. NO	Observations/Remarks of the Practicing Company Secretary in the previous reports(PCS)	Observations made in the Secretarial Compliance Report for the year ended (the years are to be mentioned)	Compliance Requirement(Regulations/circulars/guidelines including specific clause)	Details of violation/deviations and actions taken/penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed company	Comments of the PCS on the actions taken by the listed entity
1	Filing of Related Party Transactions (RPT) under regulation 23(9) of LODR for the half year ended 31st March 2022 was made under the tab 'MPS Compliance- others' on 1st June 2022 (due date), in BSE filing portal since the Company was unable to find the proper tab. The same was filed under correct tab 'Financial results - Related Party Transactions' on 3rd	31.3.2023	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. However BSE has imposed fine of Rs.11,800/-	NA	NA



Sr. No	Observations/Remarks of the Practicing Company Secretary in the previous reports(PCS)	Observations made in the Secretarial Compliance Report for the year ended (the years are to be mentioned)	Compliance Requirement(Regulations/circulars/guidelines including specific clause)	Details of violation/deviations and actions taken/penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed company	Comments of the PCS on the actions taken by the listed entity
	June 2022 as per the advice of BSE.			considering it as a delay in filing by 2 days. The company has paid the fine and applied for the waiver and BSE is yet to revert. The said filing was done within the due date in NSE filing portal under proper tab.		

List of all observations in the reports pertaining to the periods prior to the previous year in case the entity has not taken sufficient steps to address the concerns raised/ observations : Nil

I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

S.No	Particulars	Compliance Status (Yes/NO/NA)	Observations/ Remarks by PCS
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	--
2	Adoption and timely updation of the Policies: <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 have been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes Yes	-- --



S.No	Particulars	Compliance Status (Yes/NO/N A)	Observations/ Remarks by PCS
3	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/information 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. 	<p>Yes</p> <p>Yes</p> <p>Yes</p>	--
4	Disqualification of Director: None of the Director of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	No	Form DIR-12 filed with MCA for vacation of office of Director u/s 167 for Mr.Pethinaidu Narayanasami Suruli,DIN-01468527 is yet to be approved.
5	Details related to Subsidiaries of listed entities have been examined w.r.f: a) Identification of material subsidiary companies b) Disclosure requirements of material as well as other subsidiaries	N.A	The Company does not have any subsidiaries during the reporting period
6	Preservation of Documents: 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 SEBI (LODR) Regulations, 2015.	Yes	--
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year as prescribed in SEBI Regulations	Yes	--
8	Related Party Transactions (RPT): a. The listed entity has obtained prior approval of Audit Committee for all Related Party transactions. 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</p> <p>N.A</p>	-- The Company has obtained prior approval



S.No	Particulars	Compliance Status (Yes/NO/NA)	Observations/ Remarks by PCS
9	Disclosure of events or information: 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	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	--
11	Actions taken by SEBI or Stock Exchange(s), if any: No Action(s) has been 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.(or) The actions taken against the listed entity / its promoters/directors/subsidiaries either by SEBI or by stock exchanges are specified in the last column	Yes	--
12	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the the listed entity or any of its material subsidiaries during the financial year, the listed entity and/ or its material subsidiary(ies) has/ have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of LODR Regulations by listed entities.	NA	No resignation of statutory Auditors during the review period.
13	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. except as stated in table S.No 4	Yes	--

Note : Observations / Remarks by PCS are mandatory if the compliance status is provided as 'No' or 'NA'



Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place : Coimbatore
Date : 22nd May 2024


G.SOUNDARRAJAN
Practicing Company Secretary
ACS-13993-C.P. No. 4993
Peer Review Certificate
No:2101/2022
UDIN : A013993F000405021

