



REFINING SUGAR.

REDEFINING SUSTAINABILITY.

Shree Renuka Sugars Limited

Annual Report 2015-16

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Notice of AGM

REFINING SUGAR. REDEFINING SUSTAINABILITY.

The past few years witnessed the entire sugar value chain suffer from an excess supply scenario impacting realisations of farmers and profitability of sugar mills which suffered from a debt crisis driven by plummeting sugar prices.

Excess sugarcane production in India has been a cause of concern not just for the sugar industry but also for the environment, guzzling millions of litres of water resulting in reduction of usable ground water and raising question about its sustainability. **The need of the hour is to follow better management practices and undertake sustainable sugarcane cultivation.**



CORPORATE SNAPSHOT

Shree Renuka Sugars Ltd. is one of the largest agribusiness, bio-energy companies and refiners globally having operational presence in world's top two sugar producing countries - India and Brazil.



Engaged in the business of sugar manufacturing, sugar refining, sugar trading, ethanol and co-generation

About us

- ✓ Corporate Office in Mumbai (Maharashtra, India) and Head Office in Belagavi (Karnataka, India)
- ✓ Presence in South Brazil, through acquisitions of Renuka Vale do Ivai (100%) and Renuka do Brasil (59.4%)
- ✓ Shares listed on BSE Ltd. (BSE) and the National Stock Exchange of India Ltd. (NSE)
- ✓ 11 operational mills (seven in South and West India and four in Centre-South Brazil) with integrated ethanol and power co-generation capacity; and
- ✓ Two port-based refineries in Kandla and Haldia

Strengths

✓ SCALE OF OPERATIONS:

It is amongst the largest sugar companies in the world with a combined (India and Brazil operations) capacity of 22 million tonnes per annum (MTPA) of sugarcane crushing, 1.7 MTPA of refineries, 4,160 Kilo Litres per day of distillery and 588 MW of co-generation

✓ STRATEGICALLY LOCATED:

Indian operations spread in South and West India and Brazilian operations spread in Centre-South region having specific soil and weather conditions that facilitate high sugarcane yield and better sugar recovery from cane. Further, the proximity to cane field reduces turnaround time and logistics costs. It has one of the largest port-based refineries located in Kandla (West India) catering to Middle East region and Haldia (East India) catering to South Asian region

✓ DIVERSIFIED AND INTEGRATED:

Extensive business integration through processing of cane for sugar, bagasse for power, molasses for ethanol and refining raw sugar into white sugar. This provides diversified income stream and reduces risks associated with one business

✓ FARMER RELATIONSHIP:

The Company enjoys strong relationships with farmers in India and Brazil. It works closely with them for ensuring timely availability of raw material

**11 mills with a total
crushing capacity of
22 Million
tonnes per annum**

**588 MW
generation capacity with
exportable surplus of
371 MW**

KEY BUSINESS SEGMENTS

Sugar

- ✓ The Company has operations in India and Brazil. It procures sugarcane from farmers and crushes them at its mills for producing raw sugar and white sugar. It has port-based refineries in India that procure raw sugar from local and international markets and process them to white sugar for exports
- ✓ 11 mills with a total crushing capacity of 22 Million tonnes per annum (MTPA) or 101,520 tonnes crushed per day (TCD). Of this 7 in India with a capacity of 8.4 MTPA or 42,000 TCD and 4 in Brazil with a capacity of 13.6 MTPA
- ✓ 2 port-based sugar refineries with capacity of 1.7 MTPA

Ethanol

- ✓ The Indian operations utilises molasses to produce ethyl alcohol, which is used in production of potable alcohol fuel blending and as a raw material for production of various derivatives by other chemical industries
- ✓ The Brazilian operations directly manufacture fuel-grade ethanol from sugarcane juice
- ✓ A total of 4,160 Kilo Litres per day (KLPD) of distillery capacity of this Indian operations has a capacity of 930 KLPD and Brazil has 3,230 KLPD of distillery capacity

Co-generation

- ✓ The Company produces power from bagasse for captive consumption and sells to industrial consumers or state grid in India and Brazil
- ✓ Indian operations has a generation capacity of 271 MW with exportable surplus of 150 MW
- ✓ Brazilian operations has a generation capacity of 317 MW with exportable surplus of 221 MW

MANAGING DIRECTOR'S REVIEW

Dear Shareholders,

The year 2015-16 brought in a renewed optimism for the global sugar industry that had been distressed over the past few years on account of surplus production. The dire situation led to the industry players getting overburdened with a debt and some even closing down their operations.

However, with the recent turn of events, globally the industry is set to come back on track and recover. Firstly, in the financial year under review, for the first time since 2009-10, the sugar consumption exceeded production leading to a rally in sugar prices during the latter half of the year contributing to improved realisations and a positive outlook for the industry. This trend is expected to continue in the current fiscal as well. Secondly, the correction in fuel pricing policies of the Brazilian and Indian governments has

stimulated fuel-ethanol demand and led to increasing share of sugarcane consumption for ethanol production which shall stabilise sugar production. Thirdly, the limited availability of land, water and nutrient resources is forcing the industry players to regulate excess sugarcane harvesting. Fourthly, the depreciation in Brazil's currency, that further contributed to weak global sugar prices has stopped.

While in the Indian context, the much delayed and the much needed support from the government has finally provided some relief to the industry players. A series of initiatives including grant of soft loans worth ₹ 6,000 crore, raising ethanol blending with petrol from 5% to 10%, providing production subsidy to millers for sugarcane crushing and removal of central excise duty on ethanol produced from molasses resulted in a sharp change in industry fundamentals.



“Going forward, our refining business is going to be a key focus area that shall contribute to growth and business sustainability”

PERFORMANCE DURING THE YEAR

Indian operations

The on-going crises have had a negative impact on our performance. On standalone basis our revenues increased 2% to ₹ 58,642 million driven by strong growth in our sugar trading and ethanol business but counter-balanced by lower sugar prices. While EBITDA declined 20.5% to ₹ 1,432 million with a margin of 2.44% on the revenues. Declining realisations and high interest costs continue to drag down our profitability. Though during the current fiscal the Company managed to arrest the net loss to ₹ 2,853 million as compared to ₹ 2,951 million in the previous year. The foreign exchange loss during the year amounted to ₹ 977 million.

Brazilian operations

The Brazilian operations of the Company witnessed another rough period amidst depreciating Real and low sugar prices resulting in the revenues declining from ₹ 31,344 million in 2014-15 to ₹ 22,739 million in 2015-16. The on-going conditions compelled the Company to run the plants at lower capacity utilisation resulting in rising operating costs and decline in EBITDA from ₹ 2,294 million in 2014-15 to ₹ 2,050 million in 2015-16. The Company witnessed a net loss of ₹ 14,130 million as interest costs surged to ₹ 6,232 million driven by high leverage.

One of the key developments during the year was that the Brazilian subsidiary of the Company viz., Shree Renuka do Brasil Participações Ltda (SRDBPL) together with all of its subsidiaries (collectively 'Renuka Brazil'), on 28th September, 2015 filed for protection under Judicial

Recovery (Law 11.101/2005-Recuperação Judicial) in the designated court in the capital of the state of São Paulo. The designated court on 26th July, 2016 approved the Reorganisation Plan of the Company's subsidiary viz., Renuka Vale do Ivaí S/A (Renuka VDI) resulting in debt declining by ₹ 1,680 million. While for the remaining debts on book, the Company received period extension grace (ranging from 9 to 15 years) and substantial reduction in interest rates.

The Reorganisation Plan for the other subsidiary, Renuka do Brasil S/A is in the final stages of negotiation.

Sugar industry to revive on sustainability issues

Environment sustainability has always been a key issue in sugarcane plantation given the fact that it consumes significant amount of water. In India, insufficient irrigation and droughts in the past two years have resulted in water scarcity across major sugarcane producing states. Despite this, these regions witnessed extensive sugarcane plantation that led to further deterioration in conditions resulting in scarcity of usable water and ground water level depletion. In addition to this, excess sugarcane plantation leads to decline in land available for production of other important crops.

Thus, it is very important for various government agencies, farmers and sugar industry players to come together for a more sustainable approach to sugarcane plantation. Adoption of better crop management practices is another key area that can enhance yield while at the same time consume less resources. Finally, a balanced crop pricing policy by the government is now essential and it is heartening to see that this is already being articulated by the policy-makers.



Key priorities - leveraging refining strengths

Going forward our refining business is going to be a key focus area that shall contribute to growth and business sustainability. We have two port-based refineries strategically located in Kandla and Haldia ports providing us access to markets in Asia and Middle-East. The combined capacity of these refineries is 1.7 million tonnes per annum. These refineries primarily depend on imported raw sugar for operations while they also have the option of procuring from domestic markets. It is a great example of competitive global manufacturing out of India without any government incentive or subsidy.

Further, the recent imposition of export tax on sugar going out from India is likely to benefit us given the fact that we have coastal refineries and these taxes would not be applicable to us. These taxes are likely to tighten global white sugar supply resulting in rising prices. Thus, to take advantage of the situation we are running our refineries at full capacity.

Diversification enabled us survive

Our diversification into the businesses of ethanol, renewable energy and sugar trading provided us buffer by minimising the impact of downturn and losses from the sugar business. These businesses shall continue to drive our growth in the future while contributing to the bottomline.

Our ethanol business is all set to grow (both in revenues and margins) with the Indian government raising oil blending target for oil marketing companies from 5% to 10%. In Brazil too, the on-going recession and rise in gasoline prices is expected to push vehicle owners opting for ethanol over gasoline.

Our co-generation business is also doing well, driven by increasing focus on renewable energy sector. It enables us to reduce our power costs while at the same time contributing to revenue growth through sales to grid. This business shall continue to remain profitable due to rising importance of environment protection.

Message to shareholders

I would like to convey my heartiest regards to all the stakeholders for trusting us and being with us during the tough times, which appear to be ending. The past three years have been one of the most challenging times in our existence. I am confident that with the improvements in fundamentals of sugar industry and current macro-economic scenario, the sugar industry is expected to return to profitability and we are well placed to capitalise on the opportunity.

Best regards,
Narendra Murkumbi

PROFITABILITY AND SUSTAINABILITY THROUGH REFINING SUGAR

Focus on sugar refining would enable us to promote environment sustainability through checking sugarcane demand in India resulting in lower water and resources consumption



We at Shree Renuka Sugars realised that in a country like India that is marked by low agricultural productivity, insufficient irrigation facilities, droughts, depleting ground water levels and declining net agricultural area, it would not be sustainable to go on increasing sugarcane production.

Thus, when others were focussed on expanding milling capacities, we focussed on developing port-based refining capacities that utilises raw sugar procured domestically or from international markets, process it into high quality refined sugar and market it.

KEY ADVANTAGES

- ✓ High scale of production provides the advantage of economies of scale, while efficient operations enable reduction of overhead costs
- ✓ Strategic port-based presence minimises freight and logistics costs, enables efficient inventory management and distribution to Indian or international markets
- ✓ Kandla refinery in West India enables efficient distribution at competitive rates to sugar deficit Middle-East region, while Haldia refinery caters to East India and South-East Asia region

The result:

Focus on sugar refining would enable us to promote environment sustainability through checking sugarcane demand in India resulting in lower water and resources consumption. While, at the same time, it contributes to our business sustainability by providing an additional revenue stream that generates higher margins.

RELIABILITY AND FORMIDABILITY THROUGH DIVERSIFICATION

The ethanol is used as an environment protection measure through blending with petrol resulting in lower greenhouse gas emission



We at Shree Renuka Sugars realised that sugar business, being a commodity play, is marked by uncertainties relating to sugarcane production, weather conditions and fluctuating market prices.

Thus, we diversified our operations to ethanol and co-generation businesses and scaled it over time to enable us protect our business during a downturn in the sugar business. These businesses enable us to effectively utilise by-products generated in the sugar production for ethanol and renewable power production.

The ethanol is used as an environment protection measure through blending with petrol resulting in lower greenhouse gas emission. Co-generation is also an environment-friendly method of producing renewable energy that is used for captive consumption and surplus being sold to grid.

The result:

These businesses not only contribute to environment protection, it also enhances our business formidability and revenues reliability accounting for nearly 8.6% of the total revenues of the Company in 2015-16.

WORKING TOWARDS A SUSTAINABLE COMMUNITY



The Company focusses on a holistic development model where business and community grow in tandem. We believe we are in a business where business prosperity can be made scalable and sustainable for the communities around us and our employees and their families. Our CSR (corporate social responsibilities) activities involve providing healthcare facilities, education and training for generating employment opportunities.

These activities are undertaken through the Shree Renuka Sugars Development Foundation (SRSDF) and Shree Renuka Institute for Rural Development and Research (SRIRDR) that are dedicated towards achieving the Company's social objectives and missions.

The SRSDF trust focussed on providing education and other related activities to children. It also aims to nurture personal skills for all-round development.

SRIRDR is an NGO that undertakes activities in the areas of education, healthcare and socio-economic development for bringing transformation to underprivileged and poor sections of the communities in the rural areas.

CSR ACTIVITIES

Healthcare initiatives

- ✓ Established healthcare centres at Kokatnur, Havalga and Munoli equipped with basic amenities along with qualified and experienced medical officers for providing medical assistance to employees and their dependants, sugarcane farmers and harvesting workers, and the general population in the vicinity of each SRSL unit. An average of 50 patients attends the Outpatient Departments (OPDs) on daily basis at each centre.
- ✓ Operates two well-equipped ambulances for Havalga in Gulbarga district and Athani in Belagavi district at subsidised rates.
- ✓ Set-up a hi-tech Diagnostic Centre near its Athani plant to make advanced diagnostic technology (wide range of medical tests and investigative procedures) available in remote areas.

During the year, the Company organised health check-up (general, maternal and child, cardiovascular and eyes) and blood donation camps at these health centres and other notified centres covering a cluster of villages.



Shree Renuka Sugars

Development Foundation's CBSE School

Affiliated to CBSE New Delhi (Affiliation No. 830438)



Havalga, Tq. Afzalpur, Dist. Kalaburagi, Cell: 9108003203,
Email: principalschool.havalga@renukasugarsfoundation.com





Uddhar S. P
CGPA 10




Chaitra A. S
CGPA 10


100%

Result

 Divya B. P CGPA 9.8	 Pooja R. N CGPA 9.6	 Reshma R. G CGPA 9.6	 Bhavani C. J CGPA 9.4	 Bhimeshanker CGPA 9.4	 Akash R. N CGPA 9.4	 Vineyag P CGPA 9.2
 Rahul D. L CGPA 9.0	 Srushti B CGPA 9.0	 Varsha S. R CGPA 8.8	 Akhilesh N CGPA 8.6	 Vijaykumar CGPA 8.6	 Vijayalaxmi CGPA 8.4	 Gururaj P CGPA 8.0

The Management, Principal & Staff expressed their pleasure
 over the brilliant performance of the students...



















 **SHREE RENUKA SUGARS FOUNDATION'S**
SMT. SHANTABAI DESHPANDE PUBLIC SCHOOL, KOKATNUR
AFFILIATED TO CBSE NEW DELHI, AFFILIATION NO. 830433
E-Mail: principal@school.kokatnur@renukasugarsfoundation.com
Tg: Athani
Dist: Belagavi



HEARTY CONGRATULATIONS !!!

TO OUR TOPPERS IN **CBSE** CLASS X SECONDARY SCHOOL EXAMINATION 2015-16

FOR 2ND CONSECUTIVE SUCCESSIVE YEAR OF 100% RESULT

 DHURUV S. DOLASALE CGPA 10.0	 VISHAL S. DESHPANDE CGPA 10.0	 SHREYAS S. KULKARNI CGPA 9.4	 SHELBA S. KARMADOLE CGPA 9.2	 SHRUTI S. APPANNA CGPA 9.0	 DHURUV S. MALI CGPA 9.0
 MOHAMMAD M. BANGER CGPA 9.0	 INDIRA C. SHELGACHE CGPA 9.0	 RISHABH CGPA 9.0	 SHIVAMANT ANAND CGPA 9.0	 KAVITA K. MATHPATI CGPA 8.6	 PRATIK D. SHELGACHE CGPA 8.0
 SANTOSH S. BOB CGPA 8.0	 VISHAL ANAND DOLASALE CGPA 7.4	 HEMANT D. DOLASALE CGPA 7.4	 SIDDHANT PHADNIS CGPA 7.4	 SAURABH DOLASALE CGPA 7.0	 SANTOSH M. MANWARTH CGPA 6.8

Best Wishes from
The Management, Principal and Staff

Wishes: Smt. Shantabai Deshpande Public School, Kokatnur
Mr. Udaykumar A. N., Principal, Mob: 9686111287

EDUCATION INITIATIVES

CBSE Schools:

SRSDf set up three CBSE schools near the Company's Kokatnur, Munoli and Havalga Plant having a total of 1,723 students from Nursery to 10th standard. These schools have spacious classrooms with audio-visual aids, library, e-learning, bus facilities and well equipped laboratories. It focusses on imparting quality education to children of employees and villagers at nominal costs.

In 2015-16, the schools in Kokatnur and Havalga produced two toppers in board examination each securing 100% in Xth standard, while majority of students scored over 90% marks.

Counselling Centre:

Set-up a counselling centre for providing guidance and special attention to school children, who being from socially weak background are often slow learners and mentally weak. An expert counselor visits the school twice every year and interacts with school-identified students, parents and suggests remedial measures to overcome their problems.

Polytechnic College (Raibag):

SRSIL took over the Raibag Polytechnic College in 2008 and modernised it with various infrastructural development. The institute offers 3-year Diploma Engineering Courses in various streams. Till date, the institute has provided placements to 48 students that include overseas employment as well.

Industrial Training Institutes (ITI):

Established two Industrial Training Institutes, one at Kokatnur Village of Belagavi District and other at Havalga Village of Gulbarga District with the objective of providing technical education to local youths for assisting them in getting employment. Till date, ITI Havalga produced 136 qualified ITI graduates, most of them have passed in distinction.

Sugar Institute:

Established a Sugar Institute at Kokatnur Village in affiliation with the Directorate General of Employment & Training, State Council of Vocational Training and Govt. of Karnataka. The institute offers one year technical



courses that include vocational education and research opportunities for enhancing their knowledge and skills for assisting them in getting employment into Sugar and allied industries.

Sakhar Shalas:

Initiated the Sakhar Shalas where experienced teachers impart quality education related to cane harvesting to the student sand migrant workers. Nutritious food in the form of milk, bread, eggs and bananas are served to students every day along with health check-up camps.

COMMUNITY DEVELOPMENT INITIATIVES

The Company's community development initiatives include providing necessary infrastructural development support (for nutrition, hygiene and safe water drinking) and employment generating initiatives.

The various community development initiatives of the Company include:

- ✓ Installing two Reverse Osmosis Safe Drinking Water Treatment Plants at Ghataraga, near Havalga in Gulbarga District and another in the Munoli village, Saundatti Taluka of Belagavi District
- ✓ Setting-up a 30-bed boys hostel at Belagavi in memory of late Shri Madhusudhan Murkumbi for providing accommodation to deprived children. The hostel also provides computers and internet facilities
- ✓ Providing scholarships worth ₹ 5,000 and ₹ 15,000 to children of employees and farmers for assisting them in pursuing higher education in pre-university, engineering science and ITI courses
- ✓ Sponsoring Self-Help Groups for empowering women through socio economic activities
- ✓ Sponsoring and conducting sports meets, yoga shibirs, sarva shikshan abhiyan programmes, van mahotsavs and street plays/dramas

We just doubled Madhur's sweetness quotient!

Organic sweetness from Madhur

The year 2015 saw the launch of **Madhur Organic Sugar**, a new variant from the house of Shree Renuka Sugars Limited. Certified by NPOP, Aditi in India and EU and USDA, internationally, the sugar is free from chemicals, synthetic fertilizers and herbicides and is available in packs of 500 gms.



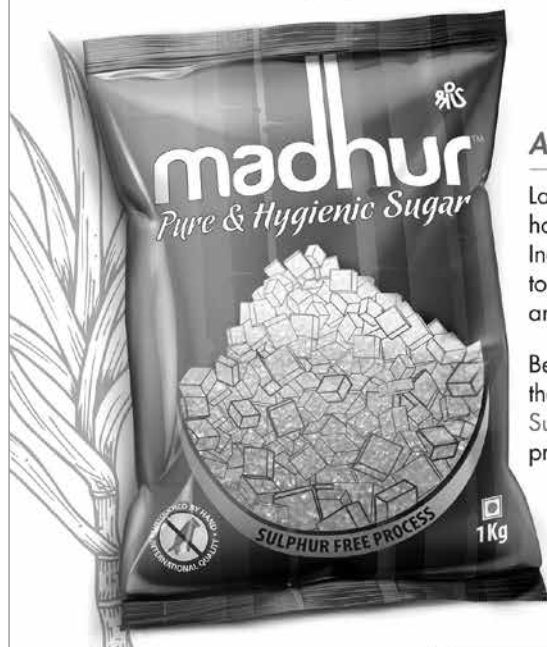
Aditi Organic
Certifications Pvt. Ltd.
with an idea of organic certification



Reg. No. 134
Non EU Agriculture



The presence of molasses (which otherwise gets removed during the refining process) gives the crystals their golden brown colour. This ensures more flavour in every crystal.



About Madhur Sugar

Launched in 2007 by Shree Renuka Sugars Limited, Madhur has come to be known as one of the leading sugar brands in India today. Madhur Sugar is pure and hygienic and adheres to a quality of international standards. It is available in small and medium crystal sizes, packed in 1kg and 5kg quantities.

Besides offering pure & hygienic sugar to consumers across the country, Madhur sugar brings the assurance of being Sulphur-free processed and untouched by hand (from the process of extraction from the cane through to your cup).

What's sweet about Madhur Sugar

Other than the sweetness, it offers several advantages over its counterparts in the market today.

Sulphur-Free Processing

Sulphur-free refining process ensures that the sugar you consume is free from harmful effects of Sulphur like mood swings, irritability, rapid heartbeat, deep depression, aggression and many more.

Untouched By Hand

Manufactured, packed, stored and shipped in a state-of-the-art refinery that complies with International standards to ensure every crystal is untouched by hand.

Consistent Quality

Refined, sparkling white, moisture free and easy to dissolve crystals reinstate the brand's promise on quality and hygiene.



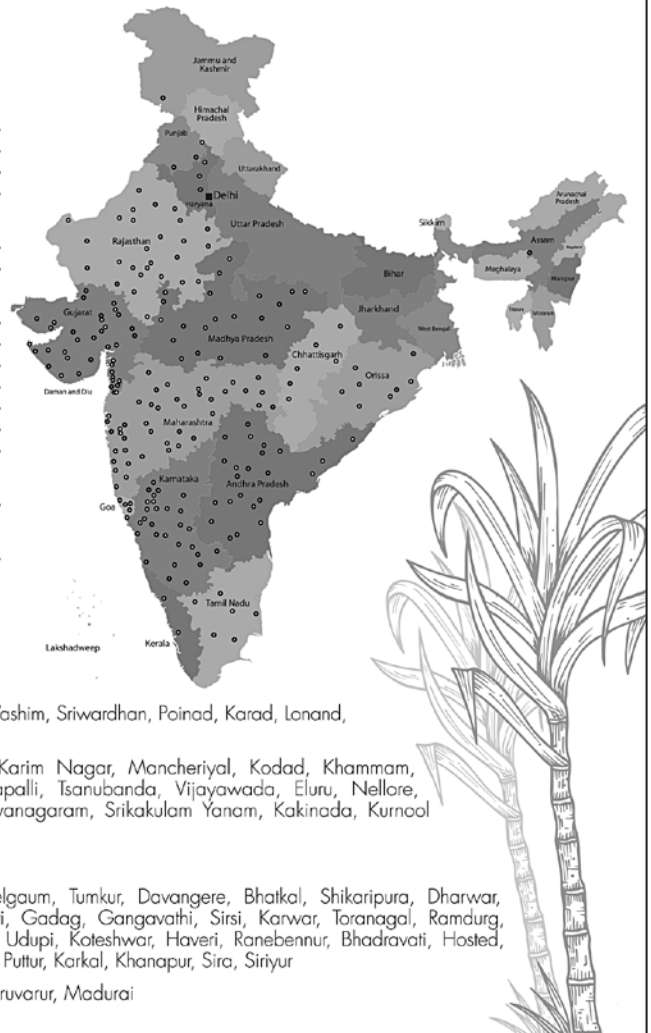
Madhur Sugar spans the country with major presence in the states of Gujarat, Maharashtra, Karnataka, Delhi NCR, Rajasthan and Madhya Pradesh.

Commercially, Madhur Sugar has shown a rapid growth at a compounded annual growth rate of 67.6% over a period of 6 years. While last year's sales volume reached 60,000MT, the estimated growth this year has been projected at 72,000MT.

The real success of the brand lies in its commitment to deliver the promise of pure & hygienic sugar to the customer. Madhur ensures that every sugar crystal contributes to the moments of delight and celebration in one's life.

Madhur Presence:

- Assam: Guwahati
- Delhi NCR
- Haryana: Panipat, Sonapat
- Rajasthan: Jaipur, Jodhpur, Kota, Tonk, Bikaner, Bhilwada, Udaipur, Sumerpur, Ajmer, Banswada, Aburoad, Dungarpur, Ganganagar, Pali, Sojat, Sikar, Jhunjhunu, Sujangadh, Deogadh, Alwar, Kishangadh, Laxmangadh, Churu, Bharatpur, Nagaur, Makrana, Nokha, Chittod, Navalgarh
- Madhya Pradesh: Indore, Railam, Jawra, Ujjain, Nimuch, Bhopal, Gwalior, Betul, Mandsaur, Jabalpur, Satna, Dewas, Sagar, Guna, Shivpuri, Mahu, Khandva, Sihor, Rewa
- Gujarat: Ahmedabad, Bhavnagar, Gandhinagar, Manso, Himmatnagar, Modasa, Kadi, Kalol, Mehsana, Patan, Harij, Deesa, Gandhidham, Adipur, Anjar, Bhuj, Ladol, Vijapur, Palanpur, Rajkot, Jasdian, Morbi, Jamnagar, Botad, Surendranagar, Gondal, Amreli, Junagadh, Porbandar, Vadodara, Surat, Padra, Anand, Nadiad, Ankleshwar, Bharuch, Dahod, Godhra, Chikhli, Valsad, Vapi, Silvassa, Borsad, Bodeli, Balasinor
- Chhattisgarh: Raipur, Ambikapur, Raigadh, Bhilai, Durg, Ranjangaon, Bilaspur
- Orissa: Bhubaneswar, Cuttack, Jharsuguda, Rayagada, Jaipur, Behrampur, Bhadrak, Sambalpur
- Maharashtra: Jalgaon, Nagpur, Nasik, Mumbai, Thane, Pune, Kolhapur, Jalna, Vardha, Yavatmal, Chandrapur, Dhule, Akola, Solapur, Barshi, Latur, Buldhana, Nandurbar, Kankavli, Nanded, Parbhani, Beed, Raigad, Palghar, Pimpri-chinchwad, Shirur, Narayangaon, Amravati, Gadchiroli, Khamgaon, Aurangabad, Ratnagiri, Sindhudurga, Ahmadnagar, Satara, Washim, Sriwardhan, Poinad, Karad, Lonand, Vengurla, Sawantwadi, Phonda Ghat, Chiplun, Dapoli
- Andhra Pradesh & Telengana: Hyderabad, Warangal, Karim Nagar, Mancheriyal, Kodad, Khammam, Nuzvid, Mehaboobabad, Mylavaram, Visannapet, Gollapalli, Tsanubanda, Vijayawada, Eluru, Nellore, Thirupathi, Ponnuru, Anakapalli, Yalamanchili, Vizag, Vijayanagaram, Srikakulam Yanam, Kakinada, Kurnool Ongool, Tadepalligudem, Guntoor
- Goa: Mhapusa, Panjim, Margao, Vasco & Phonda
- Karnataka: Hubli, Hassan, Chitradurga, Chikmangalur, Belgaum, Tumkur, Davangere, Bhatkal, Shikaripura, Dharwar, Mangalore, Bengaluru, Madikeri, Mysore, Shimoga, Bellari, Gadag, Gangavathi, Sirsi, Karwar, Toranagal, Ramdurg, Bailhongal, Savadatti, Yellapur, Mundgod, Sagara, Kargal, Udupi, Koteswar, Haveri, Ranebennur, Bhadravati, Hosted, Hoskote, Bijapur, Shirlopppta, Kolar, Chintamani, Bangarted, Puttur, Karkal, Khanapur, Sira, Siriyur
- Tamil Nadu: Chennai, Coimbatore, Tiruchirappalli, Salem, Tiruvallur, Madurai



Several initiatives were taken through the year to promote Madhur Sugar across Print, Outdoor and Digital.



Innovative OOH Media

A 3D installation of the Madhur anti-gravity model at Cyber hub Gurgaon grabbed attention and helped establish brand recall for Madhur in the packaged sugar category.



Madhur Film

The Madhur film that showcased purity and hygiene was promoted on YouTube and Facebook. The film was appreciated with over 70,000 views on YouTube.

Madhur ran ads across leading publications that helped propagate the brand further and develop the branded sugar category.



Several initiatives were taken through the year to promote Madhur Sugar across Print, Outdoor, Digital and at Retail level.

madhurTM
Pure & Hygienic Sugar



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mrs. Vidya Murkumbi
Executive Chairperson

Mr. Narendra Murkumbi
*Vice Chairman &
Managing Director*

Mr. Vijendra Singh
Executive Director

Mr. S. K. Tuteja
Independent Director

Mr. Sanjay Asher
Independent Director

Mr. Robert Taylor
Independent Director

Mr. Hrishikesh Parandekar
Independent Director

Mr. Ashit Mallick
Independent Director

Mr. Jean-Luc Bohbot
Non-Executive Director

Mr. Atul Chaturvedi
Non-Executive Director

Mr. Stephen Ho Kiam Kong
*Additional Director
(Non-Executive)*

Mr. Bhupatrai M. Premji
*Additional Director
(Independent)*

Mr. Dorab E. Mistry
*Additional Director
(Independent)*

AUDITORS

M/s. Ashok Kumar,
Prabhashankar & Co.
Chartered Accountants,
Bangalore.

REGISTERED OFFICE

BC 105, Havelock Road,
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Tel.: 91-831-2404000
Fax: 91-831-2404961

CORPORATE OFFICE

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Devchand House,
Shiv Sagar Estate,
Dr. Annie Besant Road,
Worli, Mumbai - 400 018.
Tel: 91-22-2497 7744 /
4001 1400
Fax: 91-22-2497 7747

BANKERS

Axis Bank Ltd.
ICICI Bank Ltd.
IDBI Bank Ltd.
Kotak Mahindra Bank Ltd.
Standard Chartered Bank
RBL Bank Ltd.
Yes Bank Ltd.

PLANT LOCATIONS (BRAZIL)

Renuka do Brasil S/A

Unit I - Usina Madhu
Promissao, Sao Paulo
Brazil

Unit II - Usina Revati
Brejo Alegre, Sao Paulo
Brazil

Renuka Vale do Ivai S/A

Unit I - Usina Sao
Pedro do Ivai
Sao Pedro do Ivai,
Parana
Brazil

Unit II - Usina Cambui
São Miguel do Cambuí,
Parana
Brazil

PLANT LOCATIONS (INDIA)

Unit I - Munoli
Sugar, Distillery,
Co-Generation and
Sugar Refinery Munoli,
Taluka: Saundatti,
Dist: Belagavi, Karnataka

Unit II - Arag (BOOT)
Co-Generation
Taluka: Miraj,
Dist: Sangli, Maharashtra

Unit III - Athani
Sugar, Distillery,
Co-Generation and
Sugar Refinery
Taluka: Athani,
Dist: Belagavi, Karnataka

Unit IV - Havalga
Sugar, Distillery,
Co-Generation and
Sugar Refinery
Taluka: Afzalpur,
Dist: Gulbarga, Karnataka

Unit V - Raibag (Leased)
Sugar
Taluka: Raibag,
Dist: Belagavi, Karnataka

Unit VI - Pathri
Sugar Deonandra,
Taluka: Pathri,
Dist: Parbhani, Maharashtra

Unit VII - Gokak
Sugar and Co-Generation
Kolavi,
Taluka: Gokak,
Dist: Belagavi, Karnataka

Unit VIII - Ajinkyatara
(BOOT)
Co-Generation
Shahunagar, Shendre
Tal / Dist: Satara,
Maharashtra

Unit IX - Panchaganga
(Leased, BOOT)
Sugar & Co-Generation
Ganganagar, Ichalkaranji,
Taluka: Hatkanangle,
Dist: Kolhapur, Maharashtra

Unit E1 - Khopoli
Ethanol Distillery Donvat,
Taluka: Khalapur,
Maharashtra

Unit R1 - Haldia
Sugar Refinery &
Co-Generation
Kolkata, West Bengal

Unit R2 - Kandla
Sugar Refinery &
Co-Generation
Kandla, Gujarat

**KBK Chem Engineering
Pvt. Ltd.**
Engineering, Procurement
& Construction of
Distillery Plants
Taluka: Mulshi,
Dist: Pune, Maharashtra

MANAGEMENT DISCUSSION & ANALYSIS



ECONOMIC SCENARIO

GLOBAL ECONOMY

The global economy struggled to continue the growth momentum acquired in 2014 as weak commodity prices, declining net capital flows to emerging economies, geopolitical tensions, slowing global trade and unstable financial markets continued to weigh down growth. In 2015, the global economy grew 3.1% (3.4% in 2014) with majority of the growth coming from emerging and developing nations that grew 4% (4.6% in 2014). Growth in China slowed owing to consolidation and rebalancing of the economy, while Brazil and Russia witnessed negative growth.

Growth remained subdued in the advanced economies. The US economy showed signs of recovery, while Euro area (despite growing over 2014) still showed signs of weakness. Japanese economy continues to remain fragile.

Commodity prices declined significantly in the last two years and finally bottomed out in January of 2016. We have since seen a lot of investor interest in commodities which has been supportive of prices. Sugar has also benefitted from this change in investor sentiment with sugar futures on the international commodity markets being one of the top performing commodities for this year.

INDIAN ECONOMY

The Indian economy grew stronger amidst favourable policy roll-out, declining oil prices and government's commitment to fiscal target. It grew 7.6% in 2015-16 against 7.2% in 2014-15. All the sectors of the economy witnessed growth especially the manufacturing sector that grew strongly over the previous year. Inflation and fiscal deficits are under bearable limits, repo rates have declined and forex reserves are surging. Considering the above facts, the outlook for Indian economy is pretty strong as it is expected to grow 7.6% and above in 2016-17, making it the world's fastest growing major economy.

INDUSTRY OVERVIEW

GLOBAL SUGAR INDUSTRY

Industry facts

- ✓ Sugar is amongst the world’s major agro-based industries and most actively traded soft commodities on the exchanges
- ✓ In 2015-16, Brazil, India, the EU, Thailand, China and U.S. were the top sugar producers accounting for nearly 58% global sugar production

Production and consumption

In 2015-16, the global sugar consumption outpaced the production by 7.6 million tonnes (MMT) bringing down the overall ending stocks to 37.8 MMT, a 17.5% decline over the previous year’s level of 45.8 MMT. The global sugar production declined 6.9% from 177.2 MMT in 2014-15 to 164.9 MMT in 2015-16, while the global sugar consumption increased 0.7% from 171.2 MMT in 2014-15 to 172.5 MMT in 2015-16. This is the first time since 2009-10 that consumption outstripped production.

The production decline in Brazil (1.30 MMT), India (2.76 MMT), the European Union (4.45 MMT), Thailand (1.05 MMT) and China (2.57 MMT) leading to an overall decline.

The primary reason for a decline in global sugar production was due to the negative impact of El Niño (a weather anomaly known to disrupt normal weather patterns), strongest in the last 20 years. This led to excessive rains in Brazil and a dry spell in India – two of the world’s largest sugar producers. In European Union, a dry spell coupled with decline in sugarcane sowing in some countries led to a significant decline in sugar production.

The outlook for the global sugar industry is not very strong as the production is expected to increase 2.67% to 169.3 MMT, while the global consumption is yet again expected to outstrip production growing by 1% to 174.3 MMT. Production in Brazil and the European Union is estimated to increase, while that in India is expected to decline. Sugar consumption in the US, India, Thailand, China and Russia are expected to increase.

World sugar balance

World Centrifugal Sugar production, supply and distribution

(Million MT, Raw value)

Marketing year	Beginning stock	Production	Imports	Supply	Exports	Consumption	Ending stock	Consumption growth
2011-12	29.5	172.4	48.3	250.2	54.9	159.4	35.3	2.5%
2012-13	35.3	177.5	51.0	263.8	55.1	164.9	42.6	3.5%
2013-14	42.6	175.6	51.3	269.5	57.5	166.7	44.0	1.1%
2014-15	44.0	177.2	50.9	272.1	55.0	171.2	45.8	2.7%
2015-16	45.8	164.9	54.4	265.1	54.9	172.5	37.8	0.7%
2016-17 (E)	37.8	169.3	55.6	262.7	55.6	174.3	32.8	1.0%

(Source: USDA)

Global sugar price trend

The global sugar prices witnessed a declining trend from the end of 2014 plummeting to its lowest level in six years to 10.5 cents/pound in August 2015. The decline was primarily on account of surplus sugar productions in the global market during the past five years and a significant depreciation in the prices of Brazilian Real (BRL), world’s largest sugar producer and exporter, resulting in over supply of Brazilian sugar in the international markets.

Brazilian Real performance against US Dollar

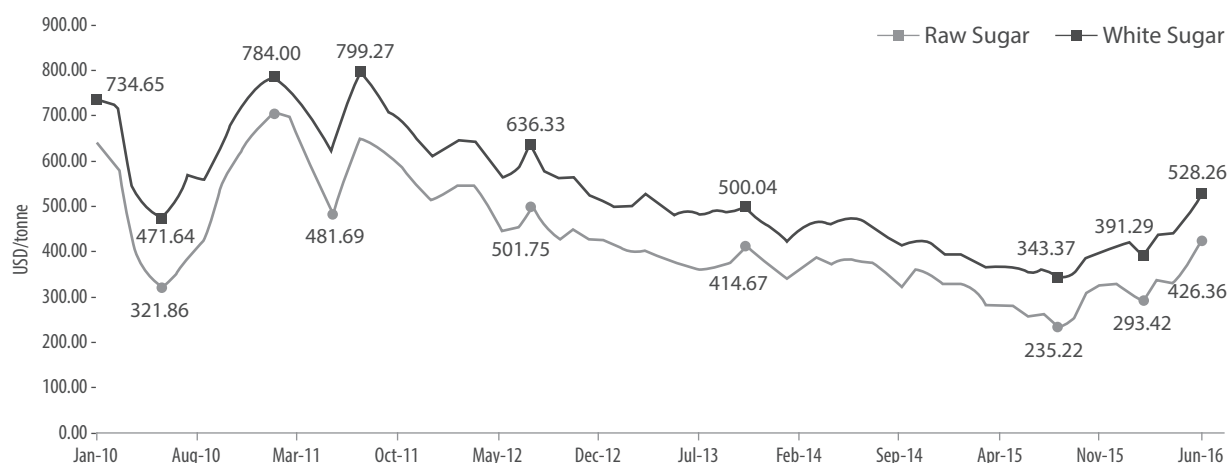


(Source: <http://www.xe.com/currencycharts/?from=BRL&to=USD&view=2Y>)

However, since then, the prices of sugar have stabilised and are on a rising trend driven by two factors. Firstly, due to the projections by various research agencies of low sugar production and rising consumption in 2016-17. Secondly, the increasing fondness among Brazilian cane growers for using cane juice for ethanol production driven by depreciation in its currency

(BRL). Last season nearly 58% of the estimated 622 MMT of canes to be crushed in the country's centre-south region to be used for ethanol production. During March 2016, the sugar prices breached the 16 cents/pound mark and reached to highs of over 21.10 cents/pound in July 2016, highest level in the last four years.

Global sugar price trend



Source: Intercontinental Exchange Inc. (ICE), The London International Financial Futures and Options Exchange (LIFFE)

BRAZIL SUGAR INDUSTRY

Production and consumption

The total sugarcane production in Brazil increased 5.19% from 633.93 MMT in 2014-15 to 666.82 MMT in 2015-16, while that in Centre-South region increased by 7.77% from 573.15 MMT in 2014-15 to 617.71 MMT accounting for 92.64% of the total sugarcane production. The increase in harvest was primarily on account of 12.47% increase in yield per hectare from 73.8 tonnes/hectare to 83 tonnes/hectare. The bumper harvest led to an increase in ethanol production by 7.59% to 28.22 billion litres accounting for 59.3% (57.1% in 2014-15) of the overall sugarcane use.

UNICA expects the sugarcane harvests for Centre-South region in 2016-17 to increase in the range of 605-630 MMT depending upon the weather conditions, and agronomic and operational factors. Sugar production is expected to be in the range of 33.5-35.0 MMT driven by an increase in total recoverable sugar to 134-136 kgs/tonne, while ethanol production is expected to be in the range of 27.5-28.7 MT. Anhydrous ethanol production is expected to increase in a range of 0.17 to 0.37 billion litres, while hydrous ethanol production may either decline or grow marginally.

Over the years, sugarcane's share for ethanol production has witnessed an increasing trend owing to better realisation and higher demand from the government's policy support. Moreover, subsidies on domestic gasoline have been removed, which has made ethanol more attractive for vehicle owners and enhance its demand.

Production data in Centre-South Brazil

	Unit	2012-13	2013-14	2014-15	2015-16	2016-17 (E)
Sugarcane	Million MT	532.8	596.9	573.2	617.7	605-630
Production						
Sugar	Million MT	34.1	34.3	32.0	31.2	33.5-35.0
Anhydrous ethanol	Billion Litres	8.7	11.0	10.7	10.6	10.8-11.0
Hydrous ethanol	Billion Litres	12.6	14.6	15.5	17.6	16.7-17.7
Total ethanol	Billion Litres	21.4	25.6	26.2	28.2	27.5-28.7
ATR	Kg of sugar/MT of cane	135.6	133.3	136.5	130.5	134-136
Production share						
Sugar	%	49.5	45.2	42.9	40.7	-
Ethanol	%	50.5	54.8	57.1	59.3	-

(Source: UNICA)

Despite, a positive outlook for the sector, UNICA expects a lot of sugar mills to close operations with surging debts. In past three years, 70 mills have closed doors, while another 80 have filed for bankruptcy leaving only 300 operational mills in the main Centre-South cane

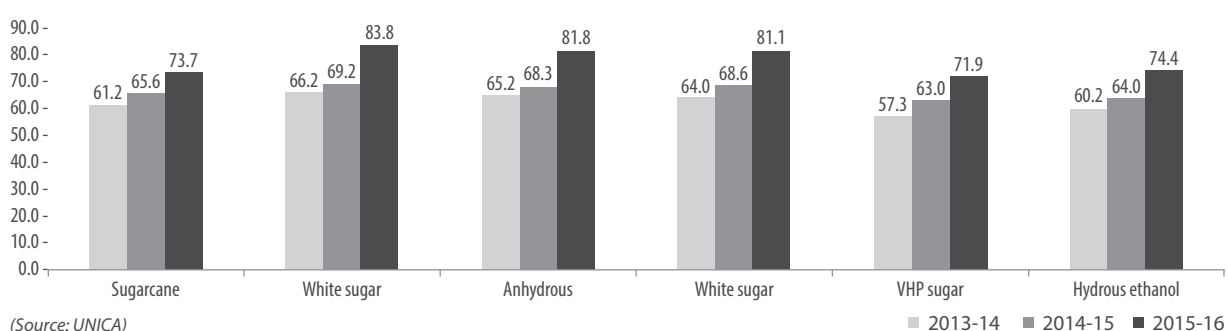
belt. Moreover, 50 more mills are yet to file for credit protection. One of the key reasons for large number of sugar companies going into bankruptcy was the subsidised gasoline prices that made ethanol unattractive.

Cumulative production data in Centre-South Brazil (up to 1st August 2016)

	Unit	2015-16	2016-17	Growth
Sugarcane	Million MT	274.9	310.5	13%
Sugar	Million MT	13.4	17.0	26%
Anhydrous ethanol	Billion Litres	4.3	5.2	22%
Hydrous ethanol	Billion Litres	7.7	7.6	-1%
Total ethanol	Billion Litres	12.0	12.8	7%
Production Share				
Sugar		43.58%	44.87%	
Ethanol		59.10%	55.13%	

(Source: UNICA)

(R\$/tonne of cane)

Average price of sugarcane and products

(Source: UNICA)

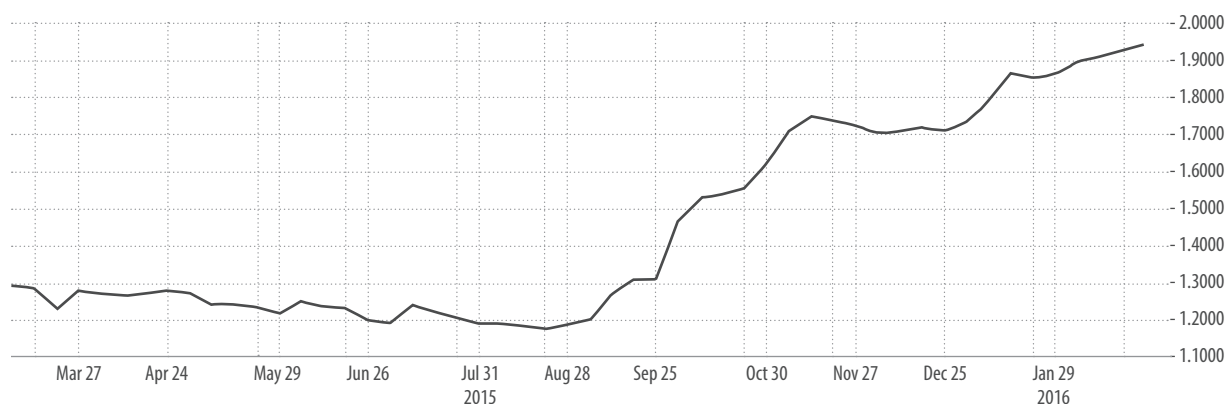
Ethanol demand

The innovative use of ethanol by Brazil in transportation and biomass for power cogeneration has enabled sugarcane to become a leading source of renewable energy, accounting for 15.7% of the country's total power needs. In 2015-16, over 40% of the country's gasoline needs were replaced by sugarcane ethanol.

Individuals in Brazil are increasingly opting for flex-fuel vehicles given its advantage of using more than

one fuel (E20-E25 gasoline or 100% hydrous ethanol fuel) depending upon the price gaps. The current economic and political crisis in Brazil is likely to be a boon for the ethanol industry as drivers, who used to switch between ethanol and gasoline depending upon the price gap, are now biased towards the cheaper and less-efficient ethanol in a bid to reduce short-term spending amidst high inflation and rising unemployment. This has driven ethanol prices northwards.

Ethanol Prices Skyrocket in Brazil

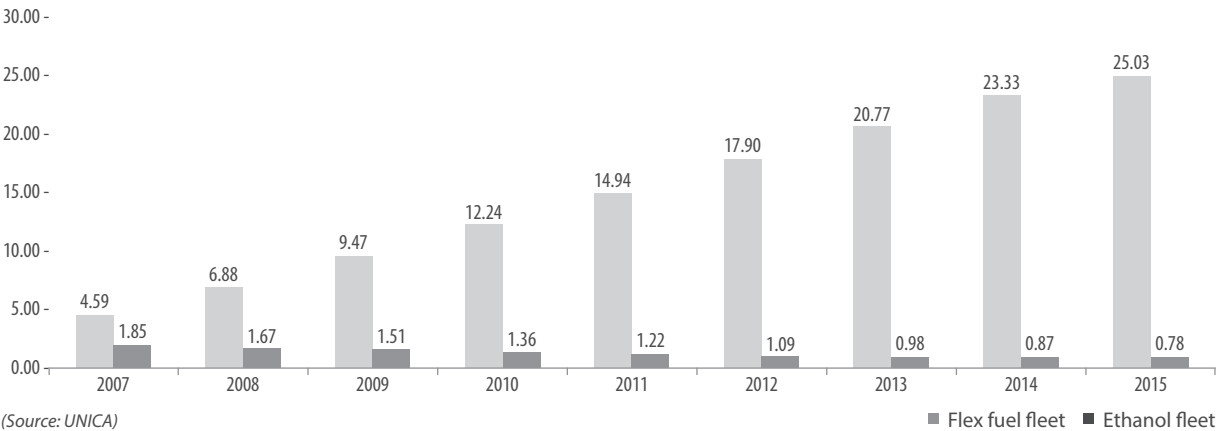


Source: Cepea

■ Brazil Ethanol Hydrous Fuel in São Paulo - BRL/litre



Trend in Flex Fuel and Ethanol fleet size (Million units)



INDIAN SUGAR INDUSTRY

Industry facts

- ✓ World's largest sugar consumer and second largest producer
- ✓ Involves 50 million sugarcane farmers and 5 lakh workers directly employed in sugar mills
- ✓ Approximate annual revenues of ₹ 80,000 crore
- ✓ Total sugarcane acreage in 2015-16 reached 5.28 million hectares (MN HA). Uttar Pradesh had the highest acreage of 2.30 MN HA followed by Maharashtra, Karnataka and Tamil Nadu with 1.05, 0.51 and 0.25 MN HA respectively. Together, these states accounted for 85% of the total sugarcane acreage
- ✓ Around 700 sugar mills installed, of which 509 are operational
- ✓ USD 5,000 mn foreign exchange earnings in 5 years
- ✓ Unique industry structure with large number of stakeholders, including millers, farmers, Government, industrial and retail consumers
- ✓ 62-65% of sugar consumed by bulk consumers
- ✓ Small average farm size of around 1-2 hectares

Production and consumption

After five years of surplus sugar production, the sugar production in 2015-16 declined 11% from 28.3 MMT in 2014-15 to 25.2 MMT owing to drought-like scenario and lesser water availability for irrigation in Maharashtra, a largest sugarcane producing state. In 2015-16, the total sugarcane acreage in India reached

52.84 lakh hectares. The sugar production in Maharashtra, Uttar Pradesh and Karnataka declined 20%, 5% and 19% respectively to 8.41 MMT, 6.82 MMT and 4.07 MMT respectively. In Tamil Nadu, the sugar production reached 1.39 MMT.

The total consumption and exports of sugar is expected at 25.6 MMT and 1.6 MMT respectively. The decline in production coupled with increase in total consumption is expected to result in a decline in closing inventory from 9.1 MMT as on 30th September, 2015 to 7.1 MMT as on 30th September, 2016.



Indian Sugar Production, Supply and Distribution

(in million tonnes)

	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16 (E)	2016-17 (P)
Opening Stock as on 1st Oct	5.0	5.9	6.6	9.3	7.5	9.1	7.1
Production during the Season	24.1	26.3	25.1	24.4	28.3	25.2	23.3
Imports	0.0	0.0	0.7	0.1	0.0	0.0	0.0
Total Availability	29.4	32.2	32.4	33.8	35.8	34.3	30.4
Off-take							
I) Internal Consumption	20.8	22.6	22.8	24.2	25.6	25.6	26.0
II) Exports	2.6	3.0	0.3	2.1	1.1	1.6	0.0
Total off-take (I) + (II)	23.4	25.6	23.1	26.3	26.7	27.2	26.0
Closing Stock as on 30th Sept.	6.0	6.6	9.3	7.5	9.1	7.1	4.3
Months of Inventory	3.5	3.5	4.9	3.7	4.3	3.3	2.0

(Source: ISMA)

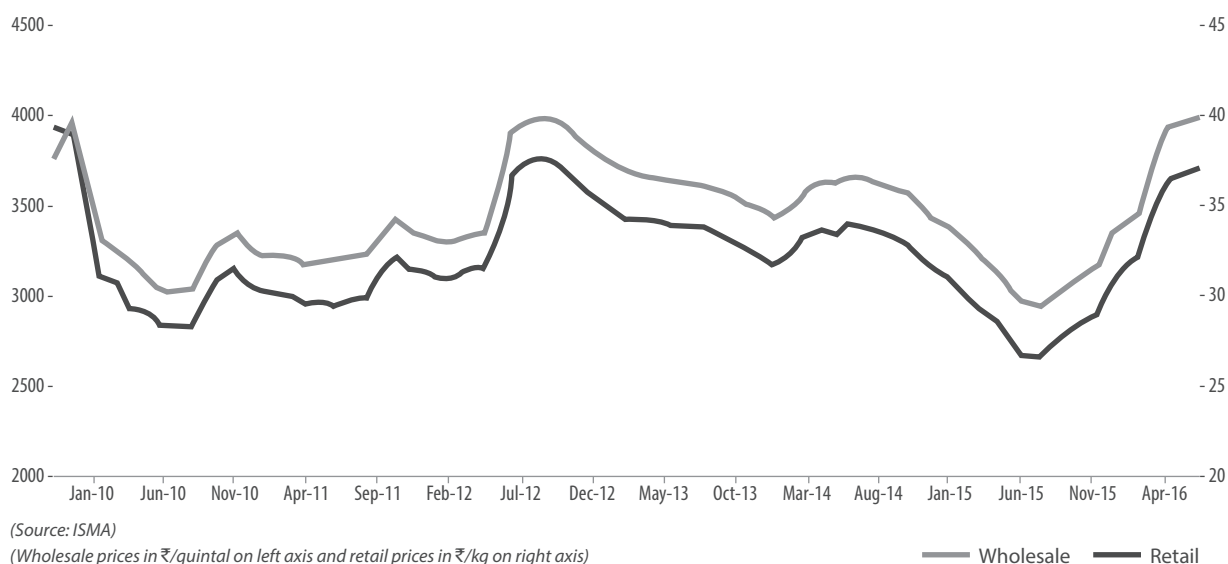
Sugar prices

The average monthly all-India domestic sugar prices after reaching highs of ₹ 39.75/kg in retail and ₹ 3,754.83/ quintal in wholesale during October 2012 began declining owing to surplus sugar production globally in the past five years and reached lows of ₹ 29.35/kg in retail and ₹ 2,639.94/ quintal in wholesale in August 2015.

However, since then, the prices began reviving as severe

drought scenario and forecast for low production began looming. The average monthly all-India prices reached highs of ₹ 34.64/kg in retail and ₹ 3,225.90/ quintal in wholesale by the end of fiscal 2015-16. Further, with research agencies forecasting a lower sugarcane production and higher consumption in 2016-17, the prices are constantly rising and have reached highs of ₹ 39.7/kg in retail and ₹ 3,707.65/ quintal in wholesale as of July 2016 – highest level in last four years.

Average all-India sugar price trends



Industry scenario

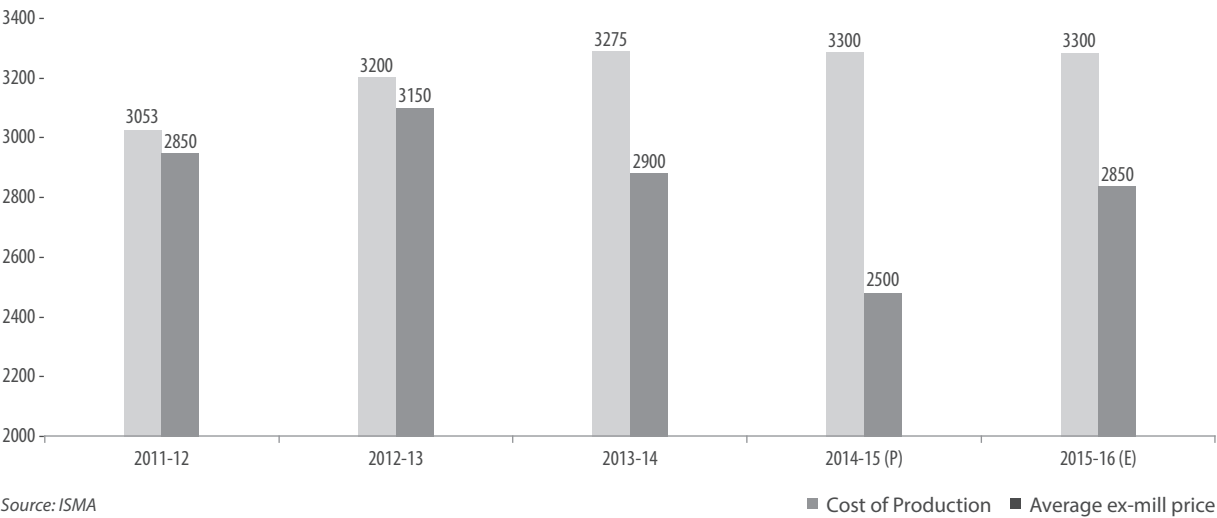
The Fair and Remunerative Price (FRP) of sugarcane has witnessed steep rise over the past few years as compared to other major crops resulting in a 50-60% higher returns from sugarcane. This has resulted in increasing number of farmers shifting to sugarcane production. Despite delays in payment from the government, the sugarcane farmers have not shifted to production of other crops. As a result, there has been an increasing trend in sugarcane production resulting in surplus stocks.

This increasing surplus production in the last five years

led to ex-mill sugar prices declining considerably in comparison to the cost of sugar production which in turn led to heavy losses to the sugar mills and inability to clear arrears to cane farmers/service debt resulting in sickness/ BIFR and NPAs.

The total arrears to cane farmers by sugar mills kept rising and reached peaks of ₹ 21,000 crore in April 2015. During the current season, with the help of soft loans from government, better ethanol prices and export-linked subsidies to the sugar mills, 87% of the dues have been cleared with pending arrears of ₹ 6,225 crore.

Cost of production vs. ex-mill prices



Major initiatives by the government to protect the sugar industry

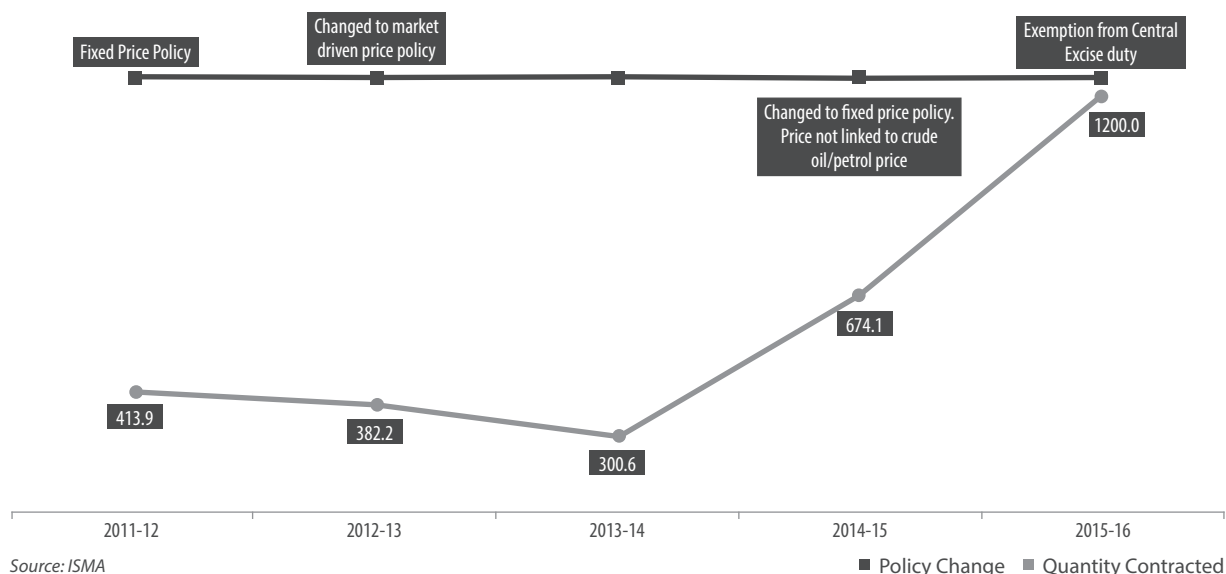
- ✓ Adopted fixed pricing policy linked to sugarcane price for expediting ethanol procurement process
- ✓ Removed Central Excise duty of ₹ 5/litre on ethanol produced using molasses from Sugar Season 2015-16 for enhancing returns to mills/suppliers
- ✓ Enhanced ethanol blending with petrol from 5% to 10% resulting in increased demand for fuel ethanol to 266 crore litres
- ✓ Interest-free loan of around ₹ 6,000 crore to the sugarcane farmers resulting in reduction of cane price arrears to the tune of ₹ 4,000 crore
- ✓ Production subsidy of ₹ 4.50 per quintal of sugarcane crushed to assist millers

Ethanol industry

The total demand for ethanol in India during 2015-16 is pegged at 4,860 billion litres (1,250 mn litres from liquor industry, 750 million litres from chemical industry, 2,660 mn litres for fuel under EBP and 200 mn litres for exports). While, the ethanol production in the country is expected to have declined from 3,060 mn litres in 2014-15 to nearly 2,900 mn litres in 2015-16. Further trend in production would depend on the availability of raw material and the pricing policy for fuel ethanol.

Government's move to change to fixed price policy for ethanol procurement in 2014-15 and exemption of 12.5% excise duty in 2015-16 has resulted in significant increase in supply quantity contracted from 413.9 crore litres in 2011-12 to 1,200 crore litres in 2015-16.

Policy changes and ethanol quantity contracted



Company Overview

Shree Renuka Sugars, engaged in agribusiness and bio energy, is amongst the world's largest and most recognised sugar and biofuel manufacturers. The Company has presence and manufacturing capacities in India and Brazil.

Business snapshot

	India	Brazil	Total
Crushing capacity (TCD)	42,000	59,520	101,520
Annual crushing capacity (Million MT)	8.4	13.6	22.0
Ethanol production capacity (KLPD)	930	3,230	4,160
Sugar refining capacity (TPD)	10,000	-	10,000
Power generation capacity (MW)	271	317	588
Power exportable (MW)	150	221	371
Own cane plantation (in hectares)	-	70,000	70,000

Consolidated year-on-year performance

(₹ in million)

Particulars	2015-16	2014-15	2013-14
Total income	99,165	1,01,341	1,16,116
EBITDA	2,615	4,763	9,881
PBT	(19,534)	(20,886)	(16,790)
PAT	(18,029)	(18,129)	(14,780)
Basic EPS (₹)	(19.41)	(20.39)	(22.03)
Net worth	(17,920)	(23,425)	(4,965)
Net block	74,470	60,409	80,020

Standalone year-on-year performance

(₹ in million)

Particulars	2015-16	2014-15	2013-14
Total income	58,642	57,481	65,771
EBITDA	1,432	1,802	1,947
PBT	(4,313)	(4,458)	(6,208)
PAT	(2,853)	(2,951)	(4,661)
Basic EPS (₹)	(3.07)	(3.32)	(6.95)
Net worth	12,504	15,356	13,370
Net block	44,204	25,815	27,202

Segmental Operational Performance (India)

Particulars	12 Months Ended 31-03-2016	12 Months Ended 31-03-2015
(I) Sugar Mills		
Sugarcane Crushed (MT)	48,72,110	49,67,636
Recovery (Weighted average)	10.93%	11.63%
Sugar produced from Cane (MT) (A)	5,32,382	5,77,269
(II) Refining		
Raw Sugar Processed (MT)	9,88,793	11,25,054
Sugar produced from Raw Sugar (MT) (B)	9,67,079	10,97,532
Total Sugar produced (MT) (A+B)	14,99,461	16,74,800
(III) Co-generation		
Generation of Power (Million KWH)	755	716
Captive Consumption (Million KWH)	366	332
Power Exported (Million KWH)	390	383
(IV) Ethanol Plant		
Ethanol produced (Million Litres)	129	97

FINANCIAL REVIEW (STANDALONE)**PRODUCTION (FY WISE)**

In FY16, the cane crushed by the Company declined by 1.92% from 49,67,636 MT in FY15 to 48,72,110 MT. Total recoverable sugar (yield) per MT of cane declined from 11.63% in FY15 to 10.93% in FY16. The total sugar produced decreased 10.5% from 16,74,800 MT in FY15 to 14,99,461 MT in FY16. Total power generation and ethanol production increased 5.56% and 31.14% respectively to 755 MW and 129 million litres respectively in FY16.

FINANCIALS**Revenues**

At SRSIL, our total turnover (including total revenues net of excise duty and including other income) stood at ₹ 58,642 million in FY16 compared to ₹ 57,481 million in FY15. The increase was primarily on account of strong growth in revenues from sugar trading and ethanol sales. Revenues from co-generation increased marginally, while that from sugar manufacturing declined.

Segmental revenues:

(₹ in million)

Segment	2015-16	2014-15	% increase/decrease
Sugar	42,040	44,250	-4.99
Trading	12,451	10,314	20.72
Co-generation	4,829	4,787	0.88
Ethanol	5,035	3,412	47.57



Sugar sales volumes increased from 14,77,706 MT in FY15 to 15,04,902 MT in FY16. However, an 8% decline in average sugar price realisation from ₹ 28,272/tonne in FY15 to ₹ 26,008/tonne in FY16 led to revenues from sugar declining.

Ethanol sales volume increased 37% from 90,585/KL in FY15 to 1,23,729/KL in FY16. This coupled with an 8% increase in realisation from ₹ 37,694/KL in FY15 to ₹ 40,692 KL in FY16 led to a strong growth in revenues.

Co-generation sales volumes increased marginally from 383 kWh in FY15 to 390 kWh in FY16 and realisation increased from ₹ 4.92/unit to ₹ 4.96/ unit.

Expenditure

The total expenditure (excluding provisions for tax, interest and depreciation) increased from ₹ 55,679 million in FY15 to ₹ 57,210 million in FY16.

Raw Material cost

The cumulative raw material consumption increased from ₹ 50,850 million in FY15 to ₹ 52,470 million in FY16. Raw material cost as a percentage to sales increased to 89.5% compared to 88.5% previous year.

Interest cost

The total interest cost declined 1.5% from ₹ 3,362 million in FY15 to ₹ 3,310 million in FY16. Its percentage as a proportion of total revenues decreased to 5.6% in FY16 from 5.8% in FY15.

Profit before Tax

Loss before tax stood at ₹ 4,313 million in FY16 compared to ₹ 4,458 million in FY16 due to changes in various revenue and cost items discussed above. High raw material cost compared to the selling price of sugar and the large interest burden of the Company were the main factors affecting the results.

INTERNAL CONTROLS

The Company's well-defined and structured internal control systems are proportionate to the size and nature of operations. Stringent procedures are followed to ensure accuracy in recording and providing reliable financial & operational information, meeting statutory compliances and safeguarding assets from unauthorised use.

The Company's internal team along with an independent Internal Audit Firm stringently monitors the operations and any deviations are immediately flagged-off for corrective action to the Management and Audit

Committee. A comprehensive Annual Audit Plan, covering all the factories and locations of the Company, is drafted and approved by the Audit Committee of the Board is followed by the Independent Chartered Accountants to conduct audit. The Company's robust IT systems ensure security and protection of sensitive data and eases out audit process.

These audits also check the adequacy of mitigation actions to protect the Company from various internal and external risks. Various strategies are devised as a follow-up measure to safeguard the Company from such uncertain events. Special audits are also conducted as directed by the Management.

AUDIT COMMITTEE

The Audit Committee of the Board of Directors inter alia views the observations made by the internal auditors on the control mechanism and the adequacy of the internal control system, recommendations for corrective actions and implementation thereof, compliance-related matters, operations of the Company, adherence to the laid down processes and guidelines. The Company has implemented SAP at all its units to ensure effective IT security and systems, thus ensuring real time availability of information at various locations.

RISKS & CONCERNS

Risks, being an inherent feature of all businesses, are an important element that needs to be regularly reviewed and necessary mitigation actions needs to be taken. The Company's 'Risk Management Policy' ensures thorough and periodic analysis of the uncertainties arising in the business due to various factors (internal and external) to minimise its impact on the business. The strategy devised ensures business growth and continuity. Some of the risks that may impact our business operations are:

- ✓ Macro-economic conditions and its impact on the demand of our products – sugar, ethanol and power
- ✓ Climatic conditions may adversely impact the production of sugarcane, the primary raw material required in our business
- ✓ Fluctuations in the prices of key materials (sugarcane, raw sugar, energy prices) and finished goods (sugar, ethanol and power)
- ✓ Rising interest rates
- ✓ Foreign exchange risks due to adverse movement of the currencies in relation to the international currencies

- ✓ Increasing logistics costs
- ✓ Strikes or work stoppages
- ✓ Regulatory changes and changes in government policies may impact the growth of the industry

HUMAN RESOURCES

Intellectual capital is one of the key resources for the Company to ensure business sustainability and growth. At Shree Renuka Sugars, we have comprehensive and well-structured HR policies to ensure employee growth both at personal and professional levels and at the same time aligning their goals with that of the Company to create a win-win situation.

We have an experienced and talented pool of employees who continue to play key roles in enhancing

business efficiency, devising strategies, setting-up systems and evolving business as per industry requirements. Their contribution to the Company has enabled us to maintain leadership position even during challenging times. We ensure that the core organisational values and culture are strongly imbedded in each employee and every action they do.

The Company also provides regular skill and personnel development training to enhance their productivity. Our focus on transparent and engaging work environment enables the employee to directly communicate with the management and express their views.

During 2015-16, the Company continued to witness healthy employee and industrial relations with harmony and peace. As on 31st March, 2016, the Company had a total of 8466 employees (1931 in India and 6535 in Brazil).



DIRECTORS' REPORT



Dear Shareholders,

The Board of Directors is pleased to present the Twentieth Annual Report of your Company together with the audited financial statements for the financial year ended March 31, 2016.

FINANCIAL RESULTS

Particulars	(₹ in Million)	
	Year ended March 31, 2016	Year ended March 31, 2015
Revenues	58,641	57,481
Profit before financial expenses and depreciation	455	460
Financial expenses	3,310	3,362
Depreciation	1,458	1,556
Profit before provision for tax and exceptional items	(4,313)	(4,458)
Exceptional Items	-	-
Provision for taxation:		
- Current	-	-
- Deferred Tax	(1,460)	(1,507)
Net Profit/Loss	(2,853)	(2,951)
Profit brought forward from the previous year	(1,259)	(1,551)
Profit available for appropriation	(4,112)	(4,502)
Transfer from General Reserves	-	3,166
Transfer to Debenture Redemption Reserves	(125)	150
Transitional Impact of change in useful life of assets	-	74
Retained in the Profit & Loss Account	(4,237)	(1,259)

OPERATING HIGHLIGHTS

The Company achieved a turnover of ₹ 58,641 Million for the year ended March 31, 2016 as against ₹ 57,481 Million for the previous year. The EBITDA for the year under review stood at ₹ 1,432 Million as compared to ₹ 1,802 Million for the previous year, while the Net Loss stood at ₹ 2,853 Million as compared to Net Loss of ₹ 2,951 Million for the previous year. During the year, under Corrective Action Plan approved by the Joint Lenders Forum ("JLF"), the JLF Lenders have approved aggregate financial assistance of ₹ 28,99.12 Crores to the Company. Analysis of operating performance is covered under Management Discussion and Analysis which forms part of this Report.

DIVIDEND

As the Company has incurred loss during the year under review, your Directors have not recommended any dividend for the financial year ended March 31, 2016.

TRANSFER TO RESERVES

Debenture Redemption Reserve is created to the extent of 25% of the Non Convertible Debentures (NCDs) equally over the period till maturity of the NCDs, as per the requirements of the applicable laws. During the year, the Company has created Debenture Redemption Reserve of ₹ 125 Million on outstanding amount of NCDs.

FIXED DEPOSITS

Your Company has not accepted any deposits from public / shareholders in accordance with the Sections 73 and 74 of the Companies Act, 2013.

DEBENTURES

The Company has not raised long term funds through issuance of Non Convertible Debentures (NCDs) during the period under review.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report on the business and operations of the Company is attached to this Report.

SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the Accounting Standards 21 and 23 issued by the Institute of Chartered Accountants of India on Consolidated Financial Statements, attached are the Consolidated Financial Statements, which form part of this Annual Report. These Consolidated Financial Statements provide financial information about your Company and its subsidiaries after elimination of minority interest, as a single entity.

During the year under review, Parana Global Trading (FZE), wholly owned subsidiary of the Company situated at UAE has been closed down w.e.f. August 13, 2015, due to non commencement of operations. Further, Renuka Commodities DMCC, wholly owned subsidiary of the Company situated at Dubai, is proposed to be amalgamated into the Company to achieve better synergies and increase net worth of the Company, which will facilitate effective and fast mobilization of financial resources for meeting increased capital expenditure.

The Brazilian subsidiary of the Company viz., Shree Renuka do Brasil Participações Ltda (SRDBPL) together with all of its subsidiaries (collectively 'Renuka Brazil'), on September 28, 2015 filed for protection under Judicial Recovery (Law 11.101/2005-Recuperação Judicial) in the designated court in the capital of the state of São Paulo. The designated court on July 26, 2016 approved the Re-organisation Plan of the Company's subsidiary viz., Renuka Vale do Ivaí S/A resulting in debt declining by ₹ 1,680 Million. While for the remaining debts on book, the Company received period extension grace (ranging from 9 to 15 years) and substantial reduction in interest rates.

A summary of the financial performance of each of the Subsidiary, Associate and Joint Venture companies in the prescribed Form AOC-1 is provided in the Financial Statements.

The Company's Policy for Determining Material Subsidiaries may be accessed on the Company's website at the link <http://www.renukasugars.com/en/corporate-governance.html>.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and accounts of each of the subsidiaries of the Company are available on the website of the Company www.renukasugars.com. These documents will be made available to the Members for inspection at the Registered Office of the Company on all working days except Saturdays, Sundays and public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of the ensuing Annual General Meeting. The Company will make available the documents of the subsidiaries upon request by any Member of the Company interested in obtaining the same.

SHARE CAPITAL

The Authorised Capital of the Company is ₹ 185 Crores divided into 1,600,000,000 (One Hundred Sixty Crores) Equity Shares of ₹ 1/- each and 25,000,000 (Two Crores Fifty Lakh) Preference Shares of ₹ 10/- each. On March 31, 2016, the issued, subscribed and paid up share capital of your

Company stood at ₹ 928,811,242 comprising 928,811,242 Equity shares of ₹ 1/- each.

During the year under review, the Company has neither issued any shares nor granted stock options or sweat equity.

DIRECTORS & KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Section 152 of the Companies Act, 2013 (the Act), Mrs. Vidya Murkumbi, Director of the Company, retires by rotation and being eligible, offers herself for re-appointment at the ensuing Annual General Meeting.

Pursuant to the provisions of Sections 149, 152 & other applicable provisions of the Act & the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Board of Directors has appointed Mr. Bhupatrai M. Premji and Mr. Dorab E. Mistry as Independent Directors of the Company, to hold office for the tenure mentioned in the Notice of the Annual General Meeting of the Company, subject to approval of the Members. Pursuant to the terms of the Joint Venture (JV) Agreement with Wilmar Sugar Holdings Pte Ltd., (WSH) dated February 20, 2014, WSH nominated directorship of Mr. Stephen Ho Kiam Kong on the Board of Directors of the Company. In view of the same, the Board of Directors has also appointed Mr. Stephen Ho Kiam Kong, as Additional Director of the Company to hold office upto the ensuing Annual General Meeting.

The Company has received requisite notice from a member proposing the appointment of aforesaid Directors. The Company has also received the declarations from the Independent Directors confirming that they satisfy the criteria of independence as prescribed under Section 149(6) of the Act and under the provisions of Listing Regulations. The Board recommends the appointment / re-appointment of the aforesaid Directors for members' approval.

Brief resumes of the aforesaid Directors seeking appointment / re-appointment of fixation of remuneration, as stipulated under Regulation 36(3) of the Listing Regulations / Secretarial Standard-2 on General Meetings, are given in the section on Corporate Governance, which forms part of this Annual Report.

During the year under review, the Board of Directors and shareholders of the Company, had re-appointed/appointed Mr. Robert Taylor and Mr. Ashit Mallick as Independent Directors of the Company in terms of the provisions of Sections 149, 152 & other applicable provisions of the Act & the erstwhile Listing Agreement. The Board of Directors and shareholders of the Company had also appointed

Mr. Jean-Luc Bohbot and Mr. Atul Chaturvedi as Non-Executive Directors of the Company.

The Company has received the declarations from the Independent Directors confirming that they satisfy the criteria of independence as prescribed under Section 149(6) of the Act and the Listing Regulations.

The policy of the Company on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 178(3) of the Act and Listing Regulations adopted by the Board is appended as Annexure 1 to the Directors' Report. We affirm that the remuneration paid to the directors is as per the terms laid out in the Nomination and Remuneration Policy of the Company.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has undertaken an evaluation of its own performance, the performance of its Committees and of all the individual Directors based on various parameters relating to roles, responsibilities and obligations of the Board, effectiveness of its functioning, contribution of Directors at meetings and the functioning of its Committees.

During the year under review, Mr. Naveen Manghani has been appointed as the Company Secretary and Compliance Officer of the Company w.e.f. August 14, 2015, consequent to the resignation of Mr. D. V. Iyer, the erstwhile Company Secretary.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, your Directors state that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with no material departures;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit/loss of the Company for the year ended on that date;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- (d) the Directors have prepared the annual accounts on a 'going concern' basis;
- (e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

AUDITORS AND AUDITORS' REPORT

M/s. Ashok Kumar, Prabhashankar and Co., Chartered Accountants, Bangalore, Statutory Auditors (Registration No. 004982S) of the Company hold office until the conclusion of the ensuing Annual General Meeting and are recommended by the Board of Directors for re-appointment. Certificate from the said Auditors has been obtained to the effect that their re-appointment, if made, would be within the limits specified under Section 139 read with Section 141 of the Companies Act, 2013.

The Auditors' Report to the Members on the Accounts of the Company for the year ended March 31, 2016 does not contain any qualification.

COST AUDITORS

The Board has appointed M/s. B. M. Sharma & Co., Cost Accountants as the Cost Auditors (Registration No. 00219) of the Company to conduct the Cost Audit for the financial year 2015-16, the Cost Audit Report for which will be submitted to the Central Government before the due date.

SECRETARIAL AUDITOR

The Board has appointed M/s. Sanjay Dholakia & Associates, Practicing Company Secretary (Membership No. 2655), to conduct the Secretarial Audit for the financial year 2015-16. The Secretarial Audit Report for the financial year ended March 31, 2016 is annexed herewith at Annexure 2 to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Information as per the Companies Act, 2013 and the rules framed thereunder relating to conservation of energy, technology absorption, foreign exchange earnings and outgo forms part of this Report and is annexed hereto at Annexure 3.

CORPORATE GOVERNANCE

Your Company complies with all mandatory requirements as stipulated under the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Report on Corporate Governance along with the Auditors' Certificate on its compliance, composition and details of memberships of various committees viz., Audit Committee, Nomination & Remuneration / Compensation Committee, CSR Committee etc. forms part of this Report and is annexed hereto.

MEETINGS OF THE BOARD

During the year, twelve meetings of the Board of Directors were held, the details of which are given in the report on Corporate Governance.

CEO/CFO CERTIFICATION

As required under Regulation 17(8) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the CEO/CFO Certificate is attached with this Annual Report.

PARTICULARS OF EMPLOYEES

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 of Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are appended as Annexure 4 to this Report.

EMPLOYEE STOCK OPTION SCHEME

The Nomination and Remuneration/Compensation Committee of the Board of Directors of the Company, inter alia, administers and monitors the SRS L Employees Stock Option Plan-2011 ("Scheme") of the Company in accordance with applicable SEBI regulations. The disclosure relating to the Scheme and other relevant details are available on the Company's website at the link [http:// www.renukasugars.com/en/corporate-governance.html](http://www.renukasugars.com/en/corporate-governance.html). During the year, the Company has not granted any fresh Stock Options to the employees.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All Contracts/arrangements entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. The details of transactions with related parties are given in notes to the financial statements. All transactions with related parties were in the ordinary course of business and on an arm's length basis.

The Company's Policy on Related Party Transactions may be accessed on the Company's website at the link <http://www.renukasugars.com/en/corporate-governance.html>. The details of related party transactions are set out in the notes to the financial statements.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Particulars of loans, guarantees given, securities provided and investments made are provided in the notes to the standalone financial statements.

CORPORATE SOCIAL RESPONSIBILITY

Your Company is committed to Corporate Social Responsibility (CSR) by catering to the needs of the weaker sections of the society. Pursuant to the provisions of the Section 135 of the Companies Act, 2013 (the Act), your Company has constituted a CSR Committee of the Board of Directors to monitor the CSR activities of the Company. The details relating to the CSR Committee are described in the Corporate Governance Report forming part of this Annual Report.

CSR Committee formulated and recommended to the Board, the CSR Policy of the Company and it has been approved by the Board of Directors of the Company. The CSR Policy of the Company may be accessed on the Company's website at the link <http://www.renukasugars.com/en/corporate-governance.html>. The report on the CSR activities is provided at Annexure 5 to the Directors' Report.

EXTRACT OF ANNUAL RETURN

Extract of Annual Return of the Company is annexed herewith as Annexure 6 to this Report.

RISK MANAGEMENT & INTERNAL FINANCIAL CONTROLS

The Company has adopted a Risk Management Policy which is reviewed on a periodic basis in order to recognise and reduce exposure to risks wherever possible. The Company's risk management policies are based on the philosophy of achieving substantial growth while mitigating and managing risks involved.

The Company's internal control systems with reference to the financial statements are adequate and commensurate with the nature of its business and the size and complexity of its operations. Periodic audits and checks are conducted and the controls to prevent, detect and correct any irregularities in the operations have been laid down by the Company.

WHISTLEBLOWER POLICY

The Company has in place a Whistleblower Policy / Vigil Mechanism to deal with unethical behavior, victimisation, fraud and other grievances or concerns, if any. The Whistleblower Policy can be accessed on the Company's website <http://www.renukasugars.com/en/corporate-governance.html>.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('the Act') and Rules made thereunder, your Company has constituted Internal Complaints Committees.

During the year, there were no complaints received by the Company under the Act.

HUMAN RESOURCES (HR)

The Company's HR policies and procedures are designed to recruit and retain the best talent to support the operations of your Company and to align the interest of employees with the long term organisational goals.

OTHER DISCLOSURES/REPORTING

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
3. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

APPRECIATION & ACKNOWLEDGEMENTS

The Board wishes to place on record its gratitude for the assistance and co-operation received from the Financial Institutions, Banks, Government Authorities, Customers, Vendors, and cane growers and finally to all its members for the trust and confidence reposed on the Company. The Board further wishes to record its sincere appreciation for the significant contributions made by employees at all levels for their competence, dedication and contribution towards the operations of the Company.

For and on behalf of the Board,

Vidya Murkumbi
Executive Chairperson

Mumbai
August 22, 2016

ANNEXURE 1

Nomination and Remuneration Policy

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration/Compensation Committee (NRC or the Committee) and has been approved by the Board of Directors of the Company.

1. Definitions

- 1.1 "Act" means Companies Act, 2013 and rules framed thereunder as amended from time to time.
- 1.2 "Board of Directors" or "Board", in relation to the company, means the collective body of the Directors of the Company.
- 1.3 "Committee" or "NRC" means Nomination and Remuneration/Compensation Committee of the Company as constituted or reconstituted by the Board.
- 1.4 "Company" means "Shree Renuka Sugars Limited".
- 1.5 "Managerial Personnel" means Managerial Personnel or Persons, applicable under Section 196 and other applicable provisions of the Companies Act, 2013.
- 1.6 "Policy" or "This policy" means Nomination and Remuneration Policy.
- 1.7 "Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income Tax Act, 1961.
- 1.8 "Independent Director" means a Director referred to in Section 149 of the Companies Act, 2013 and the Listing Agreement entered into by the Company with the Stock Exchanges.
- 1.9 "Key Managerial Personnel" (KMP) means
 - a) The Chief Executive Officer or the Managing Director or the Manager and in their absence the Whole-time Director;
 - b) The Company Secretary and
 - c) The Chief Financial Officer
- 1.10 "Senior Management" means the personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and the Listing Agreement as may be amended from time to time shall have the meaning respectively assigned to them therein.

2. Objective

The Nomination and Remuneration/Compensation Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement entered into by the Company with the Stock Exchanges or any other applicable law(s) or regulation(s). The objective of this policy is to lay down a framework in relation to remuneration of Directors, KMP, senior management personnel and other employees. The Key Objectives of the Committee would be:

- 2.1 To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 2.2 Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
- 2.3 Formulation of criteria for evaluation of Independent Directors and the Board.
- 2.4 To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 2.5 To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- 2.6 To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.

- 2.7 To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 2.8 To develop a succession plan for the Board and to regularly review the plan.
- 2.9 To assist the Board in fulfilling responsibilities.
- 2.10 To implement and monitor policies and processes regarding principles of corporate governance.

3. Appointment and removal of Managerial Personnel, Director, KMP and Senior Management

3.1 Appointment Criteria and Qualifications

- 3.1.1 The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Managerial Personnel, Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- 3.1.2 A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- 3.1.3 Appointment of Independent Directors is also subject to compliance of provisions of Section 149 of the Act read with Schedule IV and rules thereunder and the Listing Agreement entered into by the Company with the Stock Exchanges.
- 3.1.4 The Company shall not appoint or continue the employment of any person as Managerial Personnel who has attained the age of 70 years. Provided that the term of the person holding this position may be extended beyond the age of 70 years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond 70 years.

4. Term / Tenure

4.1 Managerial Personnel:

The Company shall appoint or re-appoint any person as its Managerial Personnel for a

term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

4.2 Independent Director:

An Independent Director shall hold office for a term up to 5 consecutive years on the Board of the Company and will be eligible for reappointment on passing of a special resolution by the Company and Disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than 2 consecutive terms, but such Independent Director shall be eligible for appointment after expiry of 3 years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of 3 years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted as per the provisions of the Act and Listing Agreement, as amended from time to time.

The maximum tenure of Independent Directors shall also be in accordance with the Companies Act, 2013 and clarifications/ circulars issued by the Ministry of Corporate Affairs, in this regard, from time to time.

5. Retirement

Any Director other than the Independent Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

6. Evaluation

The Committee shall carry out evaluation of performance of every Managerial Personnel, Director, KMP and Senior Management on yearly basis.

7. Removal

The Committee may recommend, to the Board with reasons recorded in writing, removal of a Managerial

Personnel, Director, KMP or Senior Management subject to the provisions of Companies Act, 2013, and all other applicable Acts, Rules and Regulations, if any.

8. Remuneration of Managerial Personnel, KMP and Senior Management

- 8.1 The Remuneration/Compensation/Commission etc. to Managerial Personnel, KMP and Senior Management will be determined by the Committee and recommended to the Board for approval. The Remuneration / Compensation/ Profit Linked Incentive etc. to be paid for Managerial Personnel shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- 8.2 The remuneration and commission to be paid to Managerial Personnel shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
- 8.3 Managerial Personnel, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F., pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.
- 8.4 If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Personnel in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.
- 8.5 If any Managerial Personnel draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.

8.6 Where any insurance is taken by the Company on behalf of its Managerial Personnel, KMP and Senior Management for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel subject to the provisions of the Act.

8.7 Only such Employees/Directors of the Company and its subsidiaries as approved by the Nomination and Remuneration/Compensation Committee will be granted ESOPs.

9. Remuneration to Non-Executive / Independent Directors

9.1 Remuneration / Commission:

The remuneration/commission shall be in accordance with the provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

9.2 Sitting Fees:

The Non-Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013 per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

9.3 Limit of Remuneration / Commission:

Remuneration / Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% / 3% of the net profits of the Company, respectively or such other limits as may be prescribed.

10. Duties in relation to nomination matters

The duties of the Committee in relation to nomination matters include:

- 10.1 Determining the appropriate size, diversity and composition of the Board;
- 10.2 Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- 10.3 Ensuring that on appointment to the Board, Independent Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;

- 10.4 Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- 10.5 Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- 10.6 Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- 10.7 Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- 10.8 Recommend any necessary changes to the Board; and
- 10.9 Considering any other matters, as may be requested by the Board.

11. Duties in relation to remuneration matters

The duties of the Committee in relation to remuneration matters include:

- 11.1 Considering and determining the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract, retain

and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.

- 11.2 Approving the remuneration of the Directors, Senior Management including KMP of the Company maintaining a balance between fixed and incentive pay, if any, reflecting short and long term performance objectives appropriate to the working of the Company.
- 11.3 Delegating any of its powers to one or more of its members or the Secretary of the Committee.
- 11.4 Considering any other matters as may be requested by the Board.

12. Review and Amendment to the policy

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration/ Compensation Committee can amend this Policy, as and when deemed fit.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification, circular(s) etc.

ANNEXURE 2

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED March 31, 2016

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

SHREE RENUKA SUGARS LIMITED

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SHREE RENUKA SUGARS LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (upto May 14, 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective May 15, 2015);
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; There were no ESOPS issued during the year under review.
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; There were no debt securities issued by the Company.
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; There were no proposals for delisting of its Equity shares during the year under review; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; There were no Buy Back of its equity shares during the year under review.
- (vi) The Company has complied with the other applicable laws as applicable specifically to the company as identified by the management, as mentioned below:
 - (a) Sugar Cess Act, 1982
 - (b) The Sugar (Control) Order, 1966
 - (c) The Sugarcane (Control) Order, 1966
 - (d) The Sugar Development Fund Act, 1982

- (e) Food Safety And Standards Act, 2006
- (f) The Essential Commodities Act, 1955
- (g) The Indian Boilers Act, 1923
- (h) The Electricity Act, 2003
- (i) The Legal Metrology Act, 2009.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India and made effective July 1, 2015;
- (ii) The Listing Agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), effective from December 1, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines mentioned above.

I further report that -

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in

compliance with the provisions of the Act and SEBI Listing Regulations.

Requisite notice to schedule the Board Meetings, agenda and detailed notes on agenda were given to all directors in pursuance of the provisions of the Act and Secretarial Standards, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions of the Board are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

I further report that as per the explanations given to me and the representations made by the Management and relied upon by me there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

This Report is to be read with my letter of even date which is annexed as Annexure A and forms an integral part of this Report.

For SANJAY DHOLAKIA & ASSOCIATES

SANJAY R. DHOLAKIA

Practising Company Secretary
Proprietor
Membership No. 2655 /CP No. 1798

Date: **August 22, 2016**

Place: **Mumbai**

ANNEXURE A

To,
The Members,
SHREE RENUKA SUGARS LIMITED

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial record. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. I believe that the practices and processes, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, norms and standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For SANJAY DHOLAKIA & ASSOCIATES

SANJAY R. DHOLAKIA

Practising Company Secretary
Proprietor

Membership No. 2655 /CP No. 1798

Date: **August 22, 2016**

Place: **Mumbai**

ANNEXURE 3

Disclosure of particulars with respect to conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Section 134(3) of Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014.

A. Conservation of energy

(i) Steps taken for conservation of energy

The replacement of existing Halogen street lights (MV/SV lamps) and office CFL with Lighting Emitting Diode (LED) started gradually to reduce 50% power consumption in most of sugar units.

Munoli

- a. Provision made for VFD (11KW) one number grain pump. Due to flexibility in speed variation, the saving of power recorded 42 kwh per day.
- b. To avoid starting torque load on one number feed water pump, the provision of soft starter made and saving of power recorded 220 kwh per day.

Havalga

- a. Installed two number capacitor banks each with 660 KVAR for both Fibrizor motors which improved the power factor from 0.78 to 0.9 and saved power 328 kwh per hour.
- b. Added one set of duplex condensate juice heater having HAS 280 m² for heating raw juice to increase temperature from 42°C to 52°C which saved steam consumption 1.3% on cane.

Panchganga

Provision of VFD made in place of dynodrive for cut cane carrier and for all FFE transfer pump. Due to change of speed according to load, saving of power recorded 1,270 kwh per day.

(ii) Steps taken by the Company for utilising alternate sources of energy

Nil

(iii) Capital investment on energy conservation equipments

Havalga:

For saving of steam consumption duplex condensate juice heaters for raw juice heating is installed and commissioned. - ₹ 20 Lakhs.

Panchganga

To reduce the steam consumption, modification of a Pan from high head to low head and provision of horizontal melter of adequate capacity installed – ₹ 30 Lakhs

B. Technology absorption

(i) Efforts made towards technology absorption

In all units, the 100% Syrup instead of water used for sugar melter, B-seed & C- magma and recorded steam saving of 0.15% to 0.20% on cane.

Havalga

Installed additional condensate juice heater of 280 m² for raw juice heating.

Panchganga

- One High head batch Pan 50 MT Capacity converted into low head to operate with 2nd body vapor instead of 1st vapor resulting in steam saving of 0.5% on cane.
- Provision made to use 1st body vapor for the pan washing & sugar melting instead of exhaust application & saving of steam 0.25% on cane achieved.

Raibag

Used first effect vapour instead of exhaust steam for molasses dilution and saved steam consumption 1.67% on cane.

(ii) Benefits derived like product improvement, cost reduction, product development or import substitution

Steam saved under following units:

Units	Steam Saving
Munoli	1.53%
Halvaga	0.89%
Raibag	1.67%
Gokak	3.02%
Panchganga	1.61%

(iii) Details regarding imported technology (imported during last three years reckoned from the beginning of the financial year)

(a) the details of technology imported	Nil
(b) the year of import	Not Applicable
(c) whether the technology been fully absorbed	Not Applicable
(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	Not Applicable

(iv) Expenditure incurred on Research and Development

In Athani, Biomethanation for high brix spentwash, pilot project process is under progress in co-ordination with VSI. By implementing this, the Company is getting renewable energy which can replace fuel for boiler. Cost - ₹ 20 Lakhs

C. Foreign exchange earnings and outgo

- Foreign Exchange earned in terms of actual inflows: ₹ 35,459.19 Million
- Foreign Exchange outgo in terms of actual outflows: ₹ 21,323.61 Million

ANNEXURE 4

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2015-16, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16 are as under:

Sr. No.	Name of Director/ KMP and Designation	Remuneration of Director/ KMP for Financial Year (FY) 2015-16 (₹ in Million)	% increase in Remuneration in the Financial Year 2015-16	Ratio of remuneration of each Director to median remuneration of employees
1	Mrs. Vidya Murkumbi Executive Chairperson	12.63	(27.29)	54.99
2	Mr. Narendra Murkumbi Vice Chairman & Managing Director	12.53	-	54.56
3	Mr. Vijendra Singh Executive Director	12.53	(27.90)	54.56
4	Mr. Sanjay K. Asher Independent Director	0.68	66.88	2.94
5	Mr. Robert Taylor Independent Director	0.13	(47.92)	0.54
6	Mr. Hrishikesh Parandekar Independent Director	0.71	143.62	3.08
7	Mr. S. K. Tuteja Independent Director	0.68	93.29	2.95
8	Mr. Ashit Mallick Independent Director	0.50	N.A.	2.18
9	Mr. Atul Chaturvedi Non-Executive Director	-	N.A.	N.A.
10	Mr. Jean-Luc Bohbot Non-Executive Director	-	N.A.	N.A.
11	Mr. K. K. Kumbhat Chief Financial Officer	18.90	8.76	82.30
12	Mr. Naveen Manghani* Company Secretary	1.46	N.A.	6.35
13	Mr. D. V. Iyer** Company Secretary	1.53	(57.38)	6.66

Note - Remuneration to Independent Directors consists only of sitting fees paid for FY 2015-16.

* Appointed on August 14, 2015.

** Ceased to be Company Secretary on July 17, 2015

- (ii) The median remuneration of employees of the Company during the financial year was ₹ 0.23 Million (mn).
- (iii) In the financial year, there was an increase of 1.19% in the median remuneration of employees.
- (iv) The number of permanent employees on the rolls of Company as on March 31, 2016 were 1,931.
- (v) Average percentage decrease in the salaries of employees other than the managerial personnel in the financial year 2015-16 was 8.94%, and decrease in the managerial remuneration was by 19.98%.
- (vi) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

Information relating to particulars of employees under Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as under:

(i) The name of top ten employees in terms of remuneration drawn:

(₹ In Million)							
Sr. No.	Name and Designation	Remuneration received (₹)	Qualifications	Total Experience (No. of Years)	Date of commencement of Employment	Age in Year	Previous Employment
1	Mr. Krishna Kumar Kumbhat Chief Financial Officer	18.90	B.Com, ACA, ACS	35	March 12, 2008	57	Ashapura Minechem Ltd.
2	Mrs. Vidya Murkumbi Executive Chairperson	12.63	B.Sc., Doctorate by Karnataka State Bijapur Woman's University	33	April 1, 2004	68	-
3	Mr. Narendra Murkumbi Vice Chairman & Managing Director	12.53	BE (E&C), PGDM (IIM), Ahmedabad	19	September 20, 1997	46	-
4	Mr. Vijendra Singh Executive Director	12.53	B. Sc., PGD (SUGAR TECH)	32	September 15, 2010	56	Bajaj Hindusthan Ltd.
5	Mr. Nandan Yalgi* President (Commerical & HR)	10.11	BE (E&C), GMP (Harvard Business School)	19	November 1, 2001	47	Murkumbi Investment Pvt. Ltd.
6	Mr. Shripad Nerlikar Executive Director (Cane)	8.85	B.Sc. (AGRI)	39	October 1, 2003	60	Halasidhanath SSK Ltd.
7	Mr. Ravi Gupta President (Corporate)	8.62	B.Com, PGD (Forestry Management)	25	May 1, 2013	46	Noble Natural Resources India Pvt. Ltd
8	Mr. Ashok Kumar Sharma Senior Vice President (Operations)	8.51	BE (MECH), BOE	41	September 5, 2011	66	Uttam Sugars Ltd.
9	Mr. Anil Joshi Senior Vice President (HR)	6.81	B. Com, Diploma (Personal Management & Business Management)	36	February 16, 2015	56	KEC International Ltd
10	Mr. Barun Kumar Sarangi Vice President	4.62	BE (MECH), PGD (Sugar Engineering)	26	June 28, 2011	47	Saraya Industries Ltd.

* Ceased to be an employee on January 31, 2016.

(ii) Employed throughout the financial year, was in receipt of remuneration for that year which, in aggregate, was not less than ₹ 1,02,00,000/-

(₹ In Million)							
Sr. No.	Name and Designation	Remuneration received (₹)	Qualifications	Total Experience (No. of Years)	Date of commencement of Employment	Age in Year	Previous Employment
1	Mrs. Vidya Murkumbi Executive Chairperson	12.63	B. Sc., Doctorate by Karnataka State Bijapur Woman's University	33	April 1, 2004	68	-
2	Mr. Narendra Murkumbi Vice Chairman & Managing Director	12.53	BE (E&C), PGDM (IIM)	19	September 20, 1997	46	-
3	Mr. Vijendra Singh Executive Director	12.53	B. Sc., PGD (SUGAR TECH)	32	September 15, 2010	56	Bajaj Hindusthan Ltd.
4	Mr. Krishna Kumar Kumbhat Chief Financial Officer	18.90	B.Com, ACA, ACS	35	March 12, 2008	57	Ashapura Minechem Ltd.

(iii) Employed for the part of the year, was in receipt of remuneration in aggregate not less than ₹ 8,50,000/- per month

(₹ In Million)							
Sr. No.	Name and Designation	Remuneration received (₹)	Qualifications	Total Experience (No. of Years)	Date of commencement of Employment	Age in Year	Previous Employment
1	Mr. Nandan Yalgi* President (Commerical & HR)	10.11	BE (E&C), GMP (Harvard Business School)	19	November 01, 2001	47	Murkumbi Investment Pvt. Ltd.

* Ceased to be an employee on January 31, 2016.

- None of the employees is covered under Rule 5(3) (viii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of Section 197 of the Companies Act, 2013.
- The nature of employment in all cases is contractual. Mrs. Vidya Mukumbi and Mr. Narendra Mukumbi are related to each other.

ANNEXURE 5

Annual Report on Corporate Social Responsibility (CSR) activities for the Financial Year 2015-16

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs

The CSR Policy of the Company covers the proposed CSR activities in line with Section 135 of the Companies Act, 2013 and the Schedule VII thereto. The CSR Policy of the Company may be accessed on the Company's website at the link <http://www.renukasugars.com/en/corporate-governance.html>

2. The composition of the CSR Committee

Mr. S. K. Tuteja (Chairman)

Mr. Narendra M. Murkumbi, Member

Mrs. Vidya M. Murkumbi, Member

3. Average net profit of the Company for last three financial years

Pursuant to Section 198 of the Companies Act, 2013, the Average Net Profit of the Company for last three financial years is in negative. Accordingly, the Company was not required to spend any CSR Expenditure during the financial year 2015-16.

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above)

Nil

5. Details of CSR spent during the financial year

a) Total amount to be spent for the financial year: Nil

b) Amount un-spent, if any: Not Applicable;

c) Manner in which the amount spent during financial year, is detailed below:

1	2	3	4	5	6	7	8
Sr. No.	CSR Project or Activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the state and district where projects or programs were undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs (1) Direct Expenditure on projects or programs (2) Overhead	Cumulative Expenditure upto the reporting period	Amount spent: Direct or through implementing agency
Not Applicable							

6. In case the Company has failed to spend the two per cent of the average net profit of the last 3 financial years or any part thereof, reasons for not spending the amount in its Board Report

Not Applicable

7. Responsibility statement of the CSR Committee

CSR Committee confirmed that the implementation and monitoring of CSR Policy is in compliance with CSR Objectives and Policy of the Company.

Mumbai
August 22, 2016

S. K. Tuteja
Chairman-CSR Committee

Narendra M. Murkumbi
Vice Chairman & Managing Director

ANNEXURE 6
Form No. MGT-9
Extract of Annual Return

as on the financial year ended on March 31, 2016

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i.	CIN	L01542KA1995PLC019046
ii.	Registration Date	October 25, 1995
iii.	Name of the Company	Shree Renuka Sugars Limited
iv.	Category / Sub-Category of the Company	Public Company / Limited by Shares
v.	Address of the Registered Office and contact details	BC 105, Havelock Road, Camp, Belagavi, Karnataka - 590001, India. Tel. No.: +91-831-2404000 Fax No.: +91-831-2469891 Website: www.renukasugars.com
vi.	Whether listed Company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Computershare Private Limited Karvy Selenium Tower No. B, Plot No. 31-32, Gachibowli, Financial District Nanakramguda, Hyderabad - 500032, India. Tel. No.: +91-40-6716 1700 / 6716 2222 Fax No.: +91-40-6716 1680 / 2300 1153 Website: www.karvycomputershare.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company are given below:-

Name and Description of main products/services	NIC Code of the product/service	% to total turnover of the Company #
Sugar	10721	88.37

On the basis of Gross Turnover

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name of Company	Address of Company	CIN/GLN	Holding / Subsidiary / Associate	% of Shares held*	Applicable Section
1.	Shree Renuka Agri Ventures Limited	BC 105, Havelock Road, Camp, Belagavi 590001, Karnataka.	U15330KA2008PLC047205	Subsidiary	100	2(87)(ii)
2.	Gokak Sugars Limited	238, 263, Kolavi, Gokak, Belagavi - 591344, Karnataka.	U15429KA2000PLC026433	Subsidiary	93.64	2(87)(ii)
3.	Monica Trading Private Limited (Formerly known as Monica Realators & Investments Private Limited)	23, 2nd Floor, Madhuli Co-Op. Hsg. Soc. Ltd., B/h Shiv Sagar Estate, Dr. Annie Besant Road, Worli, Mumbai - 400018, Maharashtra.	U51502MH2006PTC163752	Subsidiary	100	2(87)(ii)
4.	Shree Renuka Tunaport Private Limited	BC 105, Havelock Road, Camp, Belagavi 590001, Karnataka.	U45205KA2013PTC067486	Subsidiary	100	2(87)(ii)

Sr. No.	Name of Company	Address of Company	CIN/GLN	Holding / Subsidiary / Associate	% of Shares held*	Applicable Section
5.	KBK Chem-Engineering Private Limited	1st & 2nd Floor, Survey No.1/10 to 16, Amachi Colony, Plot No. 33 & 34, Bhavdhan Khurd, NDA-Pashan Road, Pune - 411021. Maharashtra.	U74210PN1997PTC111151	Subsidiary	100	2(87)(ii)
6.	Renuka Commodities DMCC	24k, AU Gold Tower, Jumeirah Lakes Tower, Sheikh Zayed Road, Dubai, U.A.E.	-	Subsidiary	100	2(87)(ii)
7.	Shree Renuka Global Ventures Ltd.	IFS Court, Twenty Eight, Cyber City, Ebene, Mauritius.	-	Subsidiary	100	2(87)(ii)
8.	Shree Renuka East Africa Agriventures PLC	House No. New, Dire Dawa Building, Woreda: 3, Kirkos Sub-City, Addis Ababa, Ethiopia.	-	Subsidiary	100	2(87)(ii)
9.	Lanka Sugar Refinery Company (Private) Limited	RNH House No. 622B, Kotte Road, Kotte, Sri Lanka.	-	Subsidiary	100	2(87)(ii)
10.	Shree Renuka do Brasil Participações Ltda.	Nove de Julho Avenue, 5519, 5th floor, Jardim Paulista, Zip Code: 01.406-200, in the city of São Paulo/SP.	-	Subsidiary	100	2(87)(ii)
11.	Shree Renuka São Paulo Participações Ltda.	Nove de Julho Avenue, 5519, 5th floor, Jardim Paulista, Zip Code: 01.406-200, in the city of São Paulo/SP.	-	Subsidiary	100	2(87)(ii)
12.	Renuka do Brasil S/A	Marechal Rondon Road, Km 455 - Bairro Patos, Água Branca Farm, Zip Code: 16.370-000 CP 01, in the city of Promissão/SP. CNPJ: 43.932.102/0005-81	-	Subsidiary	59.41	2(87)(ii)
13.	Revati S.A- Acucar e Alcool	at CRD-339 Local Road, Coroados-Brejo Alegre, no number, Rural Areal, Zip Code: 16.265-000, in the city of Brejo Alegre/SP	-	Subsidiary	59.41	2(87)(ii)
14.	Renuka Geradora de Energia Elétrica Ltda.	Marechal Rondon Road, Km 455 - Bairro Patos, Água Branca Farm, Zip Code: 16.370-000 CP 01, in the city of Promissão/SP	-	Subsidiary	59.41	2(87)(ii)
15.	Renuka Cogeração Ltda.	Marechal Rondon Road, Km 455 - Bairro Patos, Água Branca Farm, Zip Code: 16.370-000 CP 01, in the city of Promissão/SP	-	Subsidiary	59.41	2(87)(ii)

Sr. No.	Name of Company	Address of Company	CIN/GLN	Holding / Subsidiary / Associate	% of Shares held*	Applicable Section
16.	Revati Geradora de Energia Elétrica Ltda.	CRD-339 Local Road, Coroados-Brejo Alegre, no number, Rural Areal, Zip Code: 16.265-000, in the city of Brejo Alegre/SP	-	Subsidiary	59.41	2(87)(ii)
17.	Revati Agropecuaria Ltda.	Fazenda Águas Claras, Estrada Municipal CRD-339, Coroados a Brejo Alegre, s/n, in the city of Brejo Alegre, State of São Paulo, Zip code 16265-000	-	Subsidiary	59.41	2(87)(ii)
18.	Apoena Logistica E Comercio De Productos Agrícolas Ltda.	Nove de Julho Avenue, 5519, 5th floor, Jardim Paulista, Zip Code: 01.406-200, in the city of São Paulo/SP.	-	Subsidiary	100	2(87)(ii)
19.	Renuka Vale do Ivaí S/A	Marisa Road, Km 03, Rural Zone, Zip Code 86945-000, in city of São Pedro do Ivaí/ PR	-	Subsidiary	100	2(87)(ii)
20.	Ivaicana Agropecuaria Ltda.	Marisa Road, Km 03, Rural Zone, Zip Code 86945-000, in city of São Pedro do Ivaí/ PR	-	Subsidiary	100	2(87)(ii)
21.	Biovale Comercio de Leveduras Ltda.	Marisa Road, Km 03, Rural Zone, Zip Code 86945-000, in city of São Pedro do Ivaí/ PR	-	Subsidiary	100	2(87)(ii)
22.	Renuka Trading Ltd.	Maples Corporate Services Limited, PO BOX 309 Ugland Housa, South Church Street, George Town, Grand Cayman KYI 1104	-	Subsidiary	59.41	2(87)(ii)
23.	Ivaí Logistica Ltda.	Road BR 376 - Rodovia Melo Peixoto, KM 4,5, Zip Code 86900-000, in city of Jandaia do Sul/PR	-	Subsidiary	50	2(87)(ii)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Shareholding

Category of Shareholder		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of change during the Year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Promoter and Promoter Group									
(1)	Indian									
(a)	Individuals/ Hindu Undivided Family	21,917,565	-	21,917,565	2.36	21,917,565	-	21,917,565	2.36	0.00
(b)	Central/State Government	-	-	-	-	-	-	-	-	-
(c)	Bodies Corporate	234,336,295	-	234,336,295	25.23	234,336,295	-	234,336,295	25.23	0.00
(d)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-
(e)	Any other (Specify) -	-	-	-	-	-	-	-	-	-
	Sub - Total (A)(1)	256,253,860	-	256,253,860	27.59	256,253,860	-	256,253,860	27.59	-

Category of Shareholder		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of change during the Year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2)	Foreign									
(a)	Individuals (Non- Resident Individuals/ Foreign Individuals	1,237,732	-	1,237,732	0.13	1,237,732	-	1,237,732	0.13	-
(b)	Bodies Corporate	257,493,342	-	257,493,342	27.72	257,493,342	-	257,493,342	27.72	-
(c)	Institutions	-	-	-	-	-	-	-	-	-
(d)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
(e)	Others	-	-	-	-	-	-	-	-	-
	Sub - Total (A)(2)	258,731,074	-	258,731,074	27.86	258,731,074	-	258,731,074	27.86	-
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	514,984,934	-	514,984,934	55.45	514,984,934	-	514,984,934	55.45	-
	Public Shareholding									
(B)	Public Shareholding									
(1)	Institutions									
(a)	Mutual Funds /UTI	27,048,927	-	27,048,927	2.91	5,747	-	5,747	0.00	(2.91)
(b)	Financial Institutions / Banks	21,117,412	-	21,117,412	2.27	21,112,617	-	21,112,617	2.27	0.00
(c)	Central Government / State Government(s)	-	-	-	-	-	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(e)	Insurance Companies	-	-	-	-	-	-	-	-	-
(f)	Foreign Institutional Investors	65,287,759	-	65,287,759	7.03	31,253,358	-	31,253,358	3.36	(3.66)
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
(h)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
(i)	Others	-	-	-	-	-	-	-	-	-
	Sub - Total (B)(1)	113,454,098	-	113,454,098	12.21	52,386,722	-	52,386,722	5.64	(6.57)
(2)	Non-Institutions									
(a)	Bodies Corporate	45,927,681	-	45,927,681	4.94	45,722,138	-	45,722,138	4.92	(0.02)
(b)	Individuals-									
i.	Individual Shareholders holding nominal share capital upto ₹ 1 Lakh.	180,609,792	5,417,211	186,027,003	20.03	218,046,109	5,413,217	223,459,326	24.06	4.03
ii.	Individual Shareholders holding nominal share capital in excess of ₹ 1 Lakh.	27,377,615	435,000	27,812,615	2.99	45,826,027	435,000	46,261,027	4.98	1.99
(c)	Any other (Specify)									
	Directors	1,125,450	-	1,125,450	0.12	1,126,950	-	1,126,950	0.12	0.00
	Non Resident Indians	12,371,641	2,000,000	14,371,641	1.55	13,428,385	2,000,000	15,428,385	1.66	0.11
	Clearing Members	1,891,246	-	1,891,246	0.20	5,684,063	-	5,684,063	0.61	0.41
	NBFC	-	-	-	-	702,693	-	702,693	0.08	0.08
	Trusts	23,211,574	5,000	23,216,574	2.50	23,050,004	5,000	23,055,004	2.48	(0.02)
(d)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
(C)	Sub - Total (B)(2)	292,514,999	7,857,211	300,372,210	32.34	353,586,369	7,853,217	361,439,586	38.91	6.57
1	Total Public Shareholding (B)=(B)(1)+(B)(2)	405,969,097	7,857,211	413,826,058	44.55	405,973,091	7,853,217	413,826,308	44.55	0.00
2	Total (A)+(B)	920,954,031	7,857,211	928,811,242	100.00	920,958,025	7,853,217	928,811,242	100.00	-
	Shares held by Custodians and against which Depository Receipts have been issued									
1	Promoter and Promoters Group	-	-	-	-	-	-	-	-	-
2	Public	-	-	-	-	-	-	-	-	-
	Grand Total (A)+(B)+(C)	920,954,031	7,857,211	928,811,242	100.00	920,958,025	7,853,217	928,811,242	100.00	-

ii) Shareholding of Promoters

Sr. No.	Name of Shareholder	Shareholding at the beginning of the year			Cumulative Shareholding during the year			% of change during the Year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	Wilmar Sugar Holdings Pte. Ltd.	257,492,467	27.72	-	257,492,467	27.72	-	-
2.	Murkumbi Investments Pvt. Ltd.	121,414,000	13.07	6.06	121,414,000	13.07	13.07	-
3.	Khandepar Investments Pvt. Ltd.	75,400,000	8.12	4.70	75,400,000	8.12	8.11	-
4.	Agri Venture Trading and Investment Pvt. Ltd.	37,522,295	4.04	-	37,522,295	4.04	4.04	-
5.	Narendra Madhusudan Murkumbi	10,812,905	1.16	1.16	10,812,905	1.16	1.16	-
6.	Narendra Madhusudan Murkumbi*	2,000,000	0.22	-	2,000,000	0.22	-	-
7.	Supriya Shailesh Rojekar	4,710,000	0.51	-	4,710,000	0.51	-	-
8.	Inika Narendra Murkumbi	1,400,000	0.15	-	1,400,000	0.15	-	-
9.	Malvika Murkumbi	1,400,000	0.15	-	1,400,000	0.15	-	-
10.	Anuradha Ravindra Kulkarni	1,237,732	0.13	-	1,237,732	0.13	-	-
11.	Vidya Murkumbi	1,228,800	0.13	-	1,228,800	0.13	-	-
12.	Dilip Vasant Rao Deshpande	315,860	0.03	-	315,860	0.03	-	-
13.	Apoorva Narendra Murkumbi	50,000	0.01	-	50,000	0.01	-	-
14.	SRS Investments Pte. Ltd.	875	0.00	-	875	0.00	-	-
	Total	514,984,934	55.45	11.92	514,984,934	55.45	26.38	-

* Holding shares as Karta of Narendra Madhusudan Murkumbi (HUF)

iii) Change in Promoters' Shareholding

Sr. No.	Name of the Promoter	Shareholding at the beginning of the year		Date wise Increase / Decrease in Share holding during the year			Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date	Reason	No. of Shares	No. of shares	% of total shares of the company
1	Murkumbi Investments Pvt. Ltd.	121,414,000	13.07	01/04/2015	-	-	121,414,000	13.07
				31/03/2016	-	-	121,414,000	13.07
2	Khandepar Investments Pvt. Ltd.	75,400,000	8.12	01/04/2015	-	-	75,400,000	8.12
				31/03/2016	-	-	75,400,000	8.12
3	Agri Venture Trading and Investment Pvt. Ltd.	37,522,295	4.04	01/04/2015	-	-	37,522,295	4.04
				31/03/2016	-	-	37,522,295	4.04

Sr. No.	Name of the Promoter	Shareholding at the beginning of the year		Date wise Increase / Decrease in Share holding during the year			Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date	Reason	No. of Shares	No. of shares	% of total shares of the company
4	Narendra Madhusudan Murkumbi	10,812,905	1.16	01/04/2015	-	-	10,812,905	1.16
				31/03/2016	-	-	10,812,905	1.16
5	Narendra Madhusudan Murkumbi*	2,000,000	0.22	01/04/2015	-	-	2,000,000	0.22
				31/03/2016	-	-	2,000,000	0.22
6	Supriya Shailesh Rojekar	4,710,000	0.51	01/04/2015	-	-	4,710,000	0.51
				31/03/2016	-	-	4,710,000	0.51
7	Inika Narendra Murkumbi	1,400,000	0.15	01/04/2015	-	-	1,400,000	0.15
				31/03/2016	-	-	1,400,000	0.15
8	Malvika Murkumbi	1,400,000	0.15	01/04/2015	-	-	1,400,000	0.15
				31/03/2016	-	-	1,400,000	0.15
9	Anuradha Ravindra Kulkarni	1,237,732	0.13	01/04/2015	-	-	1,237,732	0.13
				31/03/2016	-	-	1,237,732	0.13
10	Vidya Murkumbi	1,228,800	0.13	01/04/2015	-	-	1,228,800	0.13
				31/03/2016	-	-	1,228,800	0.13
11	Dilip Vasant Rao Deshpande	315,860	0.03	01/04/2015	-	-	315,860	0.03
				31/03/2016	-	-	315,860	0.03
12	Apoorva Narendra Murkumbi	50,000	0.01	01/04/2015	-	-	50,000	0.01
				31/03/2016	-	-	50,000	0.01
13	Wilmar Sugar Holdings Pte. Ltd.	257,492,467	27.72	01/04/2015	-	-	257,492,467	27.72
				31/03/2016	-	-	257,492,467	27.72
14	SRS Investments Pte. Ltd.	875	0.00	01/04/2015	-	-	875	0.00
				31/03/2016	-	-	875	0.00

* Holding shares as Karta of Narendra Madhusudan Murkumbi (HUF)

iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year		Date wise Increase / Decrease in Share holding during the year			Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date	Reason	No. of Shares	No. of shares	% of total shares of the company
1	ICICI Prudential Life Insurance Company Ltd.	23,846,190	2.57	01/04/2015	-	-	23,846,190	2.57
				24/04/2015	Sale	(1,746,788)	22,099,402	2.38
				01/05/2015	Sale	(4,000,000)	18,099,402	1.95
				08/05/2015	Sale	(4,033,865)	14,065,537	1.51
				22/05/2015	Sale	(921,765)	13,143,772	1.42
				10/07/2015	Sale	(17,873)	13,125,899	1.41
				24/07/2015	Sale	(2,942,000)	10,183,899	1.10
				31/07/2015	Sale	(2,966,000)	7,217,899	0.78
				07/08/2015	Sale	(7,217,899)	-	-
				31/03/2016	-	-	-	-
2	Shree Renuka Sugars Development Foundation	20,577,884	2.21	01/04/2015	-	-	20,577,884	2.21
				31/03/2016	-	-	20,577,884	2.21

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year		Date wise Increase / Decrease in Share holding during the year			Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date	Reason	No. of Shares	No. of shares	% of total shares of the company
3	Life Insurance Corporation of India	18,720,122	2.02	01/04/2015	-	-	18,720,122	2.02
				31/03/2016	-	-	18,720,122	2.02
4	Government Pension Fund Global	15,174,782	1.63	01/04/2015	-	-	15,174,782	1.63
				08/05/2015	Sale	(200,000)	14,974,782	1.61
				15/05/2015	Sale	(100,000)	14,874,782	1.60
				29/05/2015	Sale	(100,000)	14,774,782	1.59
				05/06/2015	Sale	(300,000)	14,474,782	1.56
				12/06/2015	Sale	(100,000)	14,374,782	1.55
				09/10/2015	Sale	(400,000)	13,974,782	1.50
				16/10/2015	Sale	(100,000)	13,874,782	1.49
				23/10/2015	Sale	(400,000)	13,474,782	1.45
				30/10/2015	Sale	(200,000)	13,274,782	1.43
				20/11/2015	Sale	(1,800,000)	11,474,782	1.24
				31/03/2016	-	-	11,474,782	1.24
5	Government of Singapore	6,318,538	0.07	01/04/2015	-	-	6,318,538	0.68
				04/12/2015	Sale	(4,865,295)	1,453,243	0.16
				11/12/2015	Sale	(1,453,243)	-	-
				31/03/2016	-	-	-	-
6	Platinum Asia Fund	5,907,843	0.64	01/04/2015	-	-	5,907,843	0.64
				10/04/2015	Sale	(3,580,000)	2,327,843	0.25
				11/12/2015	Sale	(2,327,843)	-	-
				31/03/2016	-	-	-	-
7	MV SCIF Mauritius	5,702,182	0.61	01/04/2015	-	-	5,702,182	0.61
				12/06/2015	Sale	(332,052)	5,370,130	0.58
				26/06/2015	Sale	(125,554)	5,244,576	0.56
				30/06/2015	Sale	(94,384)	5,150,192	0.55
				03/07/2015	Sale	(129,578)	5,020,614	0.54
				10/07/2015	Sale	(94,426)	4,926,188	0.53
				31/07/2015	Sale	(141,840)	4,784,348	0.52
				07/08/2015	Sale	(32,037)	4,752,311	0.51
				14/08/2015	Sale	(331,191)	4,421,120	0.48
				21/08/2015	Sale	(47,310)	4,373,810	0.47
				28/08/2015	Sale	(189,276)	4,184,534	0.45
				25/09/2015	Purchase	41,793	4,226,327	0.46
				30/09/2015	Purchase	141,981	4,368,308	0.47
				09/10/2015	Purchase	47,318	4,415,626	0.48
				30/10/2015	Purchase	94,612	4,510,238	0.49
				20/11/2015	Sale	(94,653)	4,415,675	0.48

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year		Date wise Increase / Decrease in Share holding during the year			Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date	Reason	No. of Shares	No. of shares	% of total shares of the company
				04/12/2015	Sale	(189,120)	4,226,555	0.46
				11/12/2015	Sale	(471,847)	3,754,708	0.40
				25/12/2015	Sale	(134,275)	3,620,433	0.39
				31/12/2015	Sale	(45,606)	3,574,827	0.38
				05/02/2016	Purchase	40,566	3,615,393	0.39
				25/03/2016	Sale	(109,376)	3,506,017	0.38
				31/03/2016	-	-	3,506,017	0.38
8	Dimensional Emerging Markets Value Fund	4,436,177	0.48	01/04/2015	-	-	4,436,177	0.48
				05/06/2015	Sale	(57,274)	4,378,903	0.47
				12/06/2015	Sale	(193,786)	4,185,117	0.45
				19/06/2015	Sale	(82,104)	4,103,013	0.44
				26/06/2015	Sale	(198,181)	3,904,832	0.42
				30/06/2015	Sale	(117,777)	3,787,055	0.41
				03/07/2015	Sale	(224,040)	3,563,015	0.38
				10/07/2015	Sale	(228,303)	3,334,712	0.36
				17/07/2015	Sale	(470,099)	2,864,613	0.31
				24/07/2015	Sale	(310,064)	2,554,549	0.28
				31/07/2015	Sale	(452,264)	2,102,285	0.23
				07/08/2015	Sale	(369,426)	1,732,859	0.19
				14/08/2015	Sale	(438,013)	1,294,846	0.14
				21/08/2015	Sale	(313,233)	981,613	0.11
				28/08/2015	Sale	(244,291)	737,322	0.08
				11/09/2015	Sale	(156,599)	580,723	0.06
				16/10/2015	Sale	(227,481)	353,242	0.04
				23/10/2015	Sale	(228,033)	125,209	0.01
				30/10/2015	Sale	(125,209)	0	0
				31/03/2016	Sale	0	0	0
9	Vanguard Total International Stock Index Fund	2,476,247	0.27	01/04/2015	-	-	2,476,247	0.27
				06/11/2015	Purchase	1,171,729	3,647,976	0.39
				13/11/2015	Purchase	766,332	4,414,308	0.48
				31/03/2016	-	-	4,414,308	0.48
10	Shailesh Nandkishor Rojekar	4,320,000	0.47	01/04/2015	-	-	4,320,000	0.47
				31/03/2016	-	-	4,320,000	0.47
11	The Emerging Markets Small Cap Series of the DFA I	3,891,230	0.42	01/04/2015	-	-	3,891,230	0.42
				07/08/2015	Sale	(224,628)	3,666,602	0.39
				14/08/2015	Sale	(48,215)	3,618,387	0.39
				28/08/2015	Sale	(303,949)	3,314,438	0.36
				04/09/2015	Sale	(216,903)	3,097,535	0.33

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year		Date wise Increase / Decrease in Share holding during the year			Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date	Reason	No. of Shares	No. of shares	% of total shares of the company
				11/09/2015	Sale	(236,450)	2,861,085	0.31
				18/09/2015	Sale	(333,975)	2,527,110	0.27
				25/09/2015	Sale	(230,732)	2,296,378	0.25
				30/09/2015	Sale	(278,487)	2,017,891	0.22
				09/10/2015	Sale	(137,979)	1,879,912	0.20
				31/03/2016	-	-	1,879,912	0.20
12	California Public Employees Retirement System, SEL	2,442,682	0.26	01/04/2015	-	-	2,442,682	0.26
				29/05/2015	Purchase	335,026	2,777,708	0.30
				26/05/2015	Purchase	173,179	2,950,887	0.32
				25/09/2015	Sale	(89,526)	2,861,361	0.31
				25/12/2015	Sale	(85,447)	2,775,914	0.30
				05/02/2016	Purchase	73,636	2,849,550	0.31
				05/02/2016	Sale	(73,636)	2,775,914	0.30
				19/02/2016	Purchase	743,629	3,519,534	0.38
				25/03/2016	Purchase	91,443	3,610,986	0.39
				31/03/2016	-	-	3,610,986	0.39
13	IL And FS Securities Services Limited	3,759,697	0.40	01/04/2015	-	-	3,759,697	0.40
				03/04/2015	Sale	(22,000)	3737,697	0.40
				10/04/2015	Purchase	21,575	3,759,272	0.40
				17/04/2015	Purchase	34,399	3,793,671	0.41
				24/04/2015	Sale	(43,840)	3,749,831	0.40
				01/05/2015	Purchase	1670746	5,420,577	0.58
				01/05/2015	Sale	(1,691,546)	3,729,031	0.40
				08/05/2015	Purchase	5,050	3,734,081	0.40
				15/05/2015	Sale	(19,917)	3,714,164	0.40
				22/05/2015	Purchase	40,075	3,754,239	0.40
				29/05/2015	Purchase	9223	3,763,462	0.41
				05/06/2015	Purchase	31580	3,795,042	0.41
				05/06/2015	Sale	(3,600)	3,791,442	0.41
				12/06/2015	Sale	(9,887)	3,781,555	0.41
				19/06/2015	Sale	(76,331)	3,705,224	0.40
				26/06/2015	Purchase	58830	3,764,054	0.41
				30/06/2015	Purchase	700	3,764,754	0.41
				03/07/2015	Sale	(90,800)	3,673,954	0.40
				10/07/2015	Sale	(5,800)	3,668,154	0.39
				17/07/2015	Purchase	35216	3,703,370	0.40
				24/07/2015	Purchase	177736	3,881,106	0.42
				24/07/2015	Sale	(157,436)	3,723,670	0.40

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year		Date wise Increase / Decrease in Share holding during the year			Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date	Reason	No. of Shares	No. of shares	% of total shares of the company
				31/07/2015	Sale	(5,152)	3,718,518	0.40
				07/08/2015	Purchase	306065	4,024,583	0.43
				07/08/2015	Sale	(291,415)	3,733,168	0.40
				14/08/2015	Sale	(1,300)	3,731,868	0.40
				21/08/2015	Purchase	61,794	3,793,662	0.41
				28/08/2015	Purchase	50000	3,843,662	0.41
				28/08/2015	Sale	(200,773)	3,642,889	0.39
				04/09/2015	Purchase	811398	4,454,287	0.48
				04/09/2015	Sale	(868,780)	3,585,507	0.39
				11/09/2015	Sale	(1,688,384)	1,897,123	0.20
				18/09/2015	Sale	(17,250)	1,879,873	0.20
				25/09/2015	Sale	(13,244)	1,866,629	0.20
				30/09/2015	Sale	(10,300)	1,856,329	0.20
				02/10/2015	Sale	(500)	1,855,829	0.20
				09/10/2015	Purchase	101,654	1,957,483	0.21
				09/10/2015	Sale	(57,015)	1,900,468	0.20
				16/10/2015	Sale	(41,644)	1,858,824	0.20
				23/10/2015	Purchase	912800	2,771,624	0.30
				30/10/2015	Sale	(41,929)	2,729,695	0.29
				06/11/2015	Purchase	24616	2,754,311	0.30
				13/11/2015	Sale	(55,025)	2,699,286	0.29
				20/11/2015	Sale	(338,929)	2,360,357	0.25
				27/11/2015	Purchase	7800	2,368,157	0.25
				27/11/2015	Sale	(10,000)	2,358,157	0.25
				04/12/2015	Purchase	55142	2,413,299	0.26
				11/12/2015	Purchase	337605	2,750,904	0.30
				18/12/2015	Purchase	114280	2,865,184	0.31
				25/12/2015	Sale	(24,875)	2,840,309	0.31
				31/12/2015	Sale	(16,380)	2,823,929	0.30
				01/01/2016	Sale	(125,700)	2,698,229	0.29
				08/01/2016	Sale	(45,345)	2,652,884	0.29
				15/01/2016	Purchase	1080958	3,733,842	0.40
				22/01/2016	Purchase	1021291	4,755,133	0.51
				29/01/2016	Sale	(969,091)	3,786,042	0.41
				05/02/2016	Purchase	1954	3,787,996	0.41
				12/02/2016	Purchase	1025061	4,813,057	0.52
				19/02/2016	Purchase	343863	5,156,920	0.56
				26/02/2016	Sale	(588,112)	4,568,808	0.49

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year		Date wise Increase / Decrease in Share holding during the year			Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date	Reason	No. of Shares	No. of shares	% of total shares of the company
				04/03/2016	Sale	(459371)	4,109,437	0.44
				11/03/2016	Sale	(142,536)	3,966,901	0.43
				18/03/2016	Sale	(362,857)	3,604,044	0.39
				25/03/2016	Sale	(123,491)	3,480,553	0.37
				31/03/2016	Purchase	11900	3,492,453	0.38
				31/03/2016	Sale	(222,606)	3,269,847	0.35
				31/03/2016	-	-	3,269,847	0.35
14	Nandkishore Shridhar Rojekar	2,537,800	0.27	01/04/2015	-	-	2,537,800	0.27
				31/03/2015	-	-	2,537,800	0.27
15	BP Equities Private Limited	333,470	0.04	01/04/2015	-	-	333,470	0.04
				10/04/2015	Purchase	34,831	368,301	0.04
				10/04/2015	Sale	(15,000)	353,301	0.04
				17/04/2015	Purchase	28,010	381,311	0.04
				17/04/2015	Sale	(50)	381,261	0.04
				24/04/2015	Purchase	66,750	448,011	0.05
				01/05/2015	Purchase	(128,394)	576,405	0.06
				01/05/2015	Sale	(87,000)	489,405	0.05
				08/05/2015	Sale	(65,665)	423,740	0.05
				15/05/2015	Purchase	17,000	440,740	0.05
				15/05/2015	Sale	(16,900)	423,840	0.05
				22/05/2015	Purchase	1,960	425,800	0.05
				22/05/2015	Sale	(10,000)	415,800	0.04
				29/05/2015	Purchase	55	415,855	0.04
				29/05/2015	Sale	(75,875)	339,980	0.04
				05/06/2015	Purchase	1,120	341,100	0.04
				05/06/2015	Sale	(1,600)	339,500	0.04
				12/06/2015	Sale	(13,180)	326,320	0.04
				19/06/2015	Purchase	511	326,831	0.04
				19/06/2015	Sale	(166)	326,665	0.04
				26/06/2015	Purchase	1,320	327,985	0.04
				26/06/2015	Sale	(2,861)	325,124	0.04
				30/06/2015	Sale	(56,810)	268,314	0.03
				10/07/2015	Purchase	300	268,614	0.03
				10/07/2015	Sale	(20,500)	248,114	0.03
				17/07/2015	Purchase	22,720	270,834	0.03
				24/07/2015	Sale	(20,190)	250,644	0.03
				31/07/2015	Purchase	1,800	252,444	0.03

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year		Date wise Increase / Decrease in Share holding during the year			Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date	Reason	No. of Shares	No. of shares	% of total shares of the company
				07/08/2015	Purchase	110,549	362,993	0.04
				07/08/2015	Sale	(20,000)	342,993	0.04
				14/08/2015	Sale	(31,600)	311,393	0.03
				21/08/2015	Purchase	143,317	454,710	0.05
				28/08/2015	Purchase	14,500	469,210	0.05
				28/08/2015	Sale	(95,101)	374,109	0.04
				04/09/2015	Purchase	25,000	399,109	0.04
				04/09/2015	Sale	(10,950)	388,159	0.04
				11/09/2015	Purchase	7,250	395,409	0.04
				11/09/2015	Sale	(65,000)	330,409	0.04
				18/09/2015	Purchase	3,081	333,490	0.04
				18/09/2015	Sale	(10,000)	323,490	0.03
				25/09/2015	Purchase	11,000	334,490	0.04
				30/09/2015	Purchase	5,500	339,990	0.04
				30/09/2015	Sale	(17,256)	322,734	0.03
				02/10/2015	Purchase	450	323,184	0.03
				02/10/2015	Sale	(5,000)	318,184	0.03
				09/10/2015	Purchase	2,5226	343,410	0.04
				09/10/2015	Sale	(49,385)	294,025	0.03
				16/10/2015	Purchase	63,222	357,247	0.04
				16/10/2015	Sale	(30,776)	326,471	0.04
				23/10/2015	Purchase	25,241	351,712	0.04
				23/10/2015	Sale	(19,815)	331,897	0.04
				30/10/2015	Sale	(41,634)	290,263	0.03
				06/11/2015	Purchase	17,994	308,257	0.03
				06/11/2015	Sale	(2,500)	305,757	0.03
				13/11/2015	Purchase	127,502	433,259	0.05
				13/11/2015	Sale	(20,017)	413,242	0.04
				20/11/2015	Purchase	3,780	417,022	0.04
				20/11/2015	Sale	(13,215)	403,807	0.04
				27/11/2015	Purchase	74,331	478,138	0.05
				27/11/2015	Sale	(58,460)	419,678	0.05
				04/12/2015	Purchase	164,809	584,487	0.06
				04/12/2015	Sale	(200)	584,287	0.06
				11/12/2015	Purchase	69,074	653,361	0.07
				11/12/2015	Sale	(78,305)	575,056	0.06
				18/12/2015	Purchase	5,531	580,587	0.06

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year		Date wise Increase / Decrease in Share holding during the year			Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date	Reason	No. of Shares	No. of shares	% of total shares of the company
				18/12/2015	Sale	(9,350)	571,237	0.06
				25/12/2015	Purchase	12,299	583,536	0.06
				25/12/2015	Sale	(31,652)	551,884	0.06
				31/12/2015	Purchase	10,555	562,439	0.06
				31/12/2015	Sale	(12,826)	549,613	0.06
				01/01/2016	Purchase	3,301	552,914	0.06
				01/01/2016	Sale	(3,300)	549,614	0.06
				08/01/2016	Purchase	3,468	553,082	0.06
				08/01/2016	Sale	(3,678)	549,404	0.06
				15/01/2016	Purchase	27,513	576,917	0.06
				15/01/2016	Sale	(4,278)	572,639	0.06
				22/01/2016	Purchase	89,204	661,843	0.07
				22/01/2016	Sale	(18,041)	643,802	0.07
				29/01/2016	Purchase	275,295	919,097	0.10
				29/01/2016	Sale	(17,196)	901,901	0.10
				05/02/2016	Purchase	1,992	903,893	0.10
				05/02/2016	Sale	(179,119)	724,774	0.08
				12/02/2016	Purchase	449,760	1,174,534	0.13
				12/02/2016	Sale	(1,018)	1,173,516	0.13
				19/02/2016	Purchase	532,167	1,705,683	0.18
				19/02/2016	Sale	(514,616)	1,191,067	0.13
				26/02/2016	Purchase	156,042	1,347,109	0.15
				26/02/2016	Sale	(160,657)	1,186,452	0.13
				04/03/2016	Purchase	2,300	1,188,752	0.13
				04/03/2016	Sale	(3,050)	1,185,702	0.13
				11/03/2016	Purchase	1,353,309	2,539,011	0.27
				11/03/2016	Sale	(250)	2,538,761	0.27
				18/03/2016	Purchase	138860	2,677,621	0.29
				18/03/2016	Sale	(2,300)	2,675,321	0.29
				25/03/2016	Purchase	26,860	2,702,181	0.29
				25/03/2016	Sale	(1,401)	2,700,780	0.29
				31/03/2016	Purchase	893,366	3,594,146	0.39
				31/03/2016	Sale	(1,107,801)	2,486,345	0.27
				31/03/2016	-	-	2,486,345	0.27

v) Shareholding of Directors and Key Managerial Personnel

Sr. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
A.	Directors				
1.	Mrs. Vidya Murkumbi	1,228,800	0.13	1,228,800	0.13
2.	Mr. Narendra Murkumbi	10,812,905	1.16	10,812,905	1.16
3.	Mr. Vijendra Singh	-	-	-	-
4.	Mr. Sanjay Asher	1,010,000	0.11	1,010,000	0.11
5.	Mr. Surender Kumar Tuteja	60,000	0.01	60,000	0.01
6.	Mr. Robert Taylor	55,450	0.01	55,450	0.01
7.	Mr. Hrishikesh Parandekar	-	-	-	-
8.	Mr. Atul Chaturvedi	-	-	-	-
9.	Mr. Ashit Mallick	-	-	1,500	0.00
10.	Mr. Jean-Luc Bohbot	-	-	-	-
B.	Key Managerial Personnel				
1.	Mr. Naveen Manghani	-	-	-	-
2.	Mr. K. K. Kumbhat	160,000	0.02	160,000	0.02

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ in Million)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	35,263.24	269.70	-	35,532.94
ii) Interest due but not paid	113.71	-	-	113.71
iii) Interest accrued but not due	310.23	-	-	310.23
Total (i+ii+iii)	35,687.18	269.70	-	35,956.88
Change in Indebtedness during the financial year				
- Addition	9,393.37	-	-	9,393.37
- Reduction	(9,621.17)	(269.70)	-	(9,890.87)
Net Change	(227.80)	(269.70)	-	(497.51)
Indebtedness at the end of the Financial year				
i) Principal Amount	35,061.58	-	-	35,061.58
ii) Interest due but not paid	118.15	-	-	118.15
iii) Interest accrued but not due	279.64	-	-	279.64
Total (i+ii+iii)	35,459.37	-	-	35,459.37

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(₹ in Million)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Mrs. Vidya Murkumbi [#] Executive Chairperson	Mr. Narendra Murkumbi* Vice Chairman & Managing Director	Mr. Vijendra Singh [#] Executive Director	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	11.10	12.49	10.83	34.42
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	1.53	0.04	1.70	3.27
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- as % of Profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	12.63	12.53	12.53	37.69
	Ceiling as per the Act	12.63	12.53	12.63	37.79

* As per Central Government Order.

The Ceiling given is as per Schedule V to the Companies Act, 2013 as there was loss during the year ended March 31, 2016, calculated in terms of Section 198 of the Companies Act, 2013 and the Company has obtained the shareholders' approval by way of special resolution, and permission of the Central government is pending.

B. Remuneration to other directors

(₹ in Million)

Sr. No.	Particulars of Remuneration	Name of the Independent Directors					Total Amount
		Mr. Sanjay K. Asher	Mr. Robert Taylor	Mr. Hrishikesh Parandekar	Mr. S. K. Tuteja	Mr. Ashit Mallick	
I.	Independent Directors	0.68	0.13	0.71	0.68	0.50	2.70
	(a) Fee for attending board/ committee meetings						
	(b) Commission	-	-	-	-	-	-
	(c) Others, please specify	-	-	-	-	-	-
	Total	0.68	0.13	0.71	0.68	0.50	2.70
Total Managerial Remuneration							37.69
Overall Ceiling as per the Act		Overall ceiling as per the Companies Act, 2013 is not applicable to sitting fees					

Note: Except for the above directors, as mentioned herein above no other directors have received any remuneration during the financial year 2015-16.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(₹ in Million)

Sr. No.	Particulars of Remuneration	Company Secretary		Chief Financial Officer	Total Amount
		Mr. Naveen Manghani [#]	Mr. D V Iyer *	Mr. K K Kumbhat	
1	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	1.46	1.49	18.70	21.65
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	0.04	0.20	0.24
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	--
	- as % of Profit				
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	1.46	1.53	18.90	21.89

[#] Appointed on August 14, 2015

* Ceased to be Company Secretary on July 17, 2015

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / punishment / compounding fees imposed	Authority (RD/ NCLT/ COURT)	Appeal made, if any (give details)
A. Company					
Penalty			NIL		
Punishment					
Compounding					
B. Directors					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

CORPORATE GOVERNANCE REPORT



1. COMPANY PHILOSOPHY

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. Shree Renuka Sugars Limited is committed to good governance practices that create long term sustainable shareholder value. The Company's philosophy on Corporate Governance envisages the attainment of the highest levels of transparency, accountability and equity in all facets of its operations and in all its interactions with its shareholders, employees, the Government and the lenders. The Company believes in adopting the 'best practices' that are followed in the area of corporate governance across various geographies. The Company is in compliance with the requirements stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to corporate governance.

2. BOARD OF DIRECTORS

The Company's policy is to maintain optimum combination of Executive and Non-Executive Directors. The Company's Board has a strength of 13 (Thirteen) Directors, comprising of 3 (Three) Executive Directors, 3 (Three) Non-Executive Directors and 7 (Seven) Independent Directors. The Chairperson of the Board is an Executive Director.

- i. Twelve Board Meetings were held during the year on the following dates and the gap between two meetings did not exceed four months. The Board Meetings were held on the following dates - May 21, 2015; June 24, 2015; August 13, 2015; August 24, 2015; September 16, 2015; October 6, 2015; November 10, 2015; December 17, 2015; February 9, 2016; February 22, 2016; March 18, 2016 and March 28, 2016.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships/Memberships held by them in other public companies and no. of shares held as on March 31, 2016, are given herein below:

Name	Nature of Directorship	Board Meetings attended		Whether attended last AGM	Number of other Directorships ¹ in other Companies	Number of Committee ² positions held in other Public Companies		No. of Shares held
		Held	Attended			Member	Chairman	
Mrs. Vidya Murkumbi (Executive Chairperson) DIN: 00007588	Executive Director	12	9	Yes	3	1	-	1,228,800
Mr. Narendra Murkumbi (Vice Chairman & Managing Director) DIN: 00009164	Executive Director	12	12	Yes	1	-	-	10,812,905
Mr. Vijendra Singh DIN: 03537522	Executive Director	12	2	No	1	-	-	-
Mr. Sanjay K. Asher DIN: 00008221	Independent Director	12	8	Yes	9	8	2	1,010,000
Mr. S. K. Tuteja DIN: 00594076	Independent Director	12	10	No	9	8	5	60,000
Mr. Hrishikesh Parandekar DIN: 01224244	Independent Director	12	11	No	-	-	-	-
Mr. Robert Taylor DIN: 00010681	Independent Director	12	4	No	1	-	-	55,450
Mr. Jean-Luc Bohbot [@] DIN : 06857132	Director (Non-Executive)	10	2	No	-	-	-	-
Mr. Atul Chaturvedi [@] DIN : 00175355	Director (Non-Executive)	10	2	No	-	-	-	-
Mr. Ashit Mallick [#] DIN : 02139851	Independent Director	10	10	No	3	-	-	1,500
Mr. Stephen Ho Kiam Kong ^{\$} DIN : 07584449	Additional Director (Non-Executive)	-	-	-	-	-	-	-
Mr. Bhupatrai M. Premji [%] DIN : 07223590	Additional Director (Independent Director)	-	-	-	-	-	-	-
Mr. Dorab E. Mistry [%] DIN : 07245114	Additional Director (Independent Director)	-	-	-	-	-	-	-

[@] Mr. Jean-Luc Bohbot and Mr. Atul Chaturvedi have been appointed as Non-Executive Directors of the Company w.e.f. June 24, 2015;

[#] Mr. Ashit Mallick has been appointed as an Independent Director of the Company w.e.f. June 24, 2015;

^{\$} Mr. Stephen Ho Kiam Kong has been appointed as an Additional Director (Non-Executive) of the Company w.e.f. August 22, 2016;

[%] Mr. Bhupatrai M. Premji and Mr. Dorab E. Mistry have been appointed as an Additional Directors (Independent) of the Company w.e.f. August 22, 2016;

- Other directorships includes directorships in all public companies except foreign companies and companies under Section 8 of the Companies Act, 2013.
- In accordance with Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Memberships/Chairmanships of only Audit Committees and Stakeholders' Relationship Committees in all public limited companies have been considered. None of the Directors on the Board is a Member of more than ten Committees or Chairman of more than five Committees across all listed entities in which they are Director.

Notes:

- ✓ Mr. Narendra Murkumbi, Vice Chairman & Managing Director is son of Mrs. Vidya Murkumbi, Executive Chairperson of the Company. Except for the above, none of the Directors of the Company are related to any other Director.

- ✓ None of the directors hold any convertible instruments.
- ✓ The details of programs for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at the link <http://www.renukasugars.com/en/corporate-governance.html>.

ii. Meeting of Independent Directors

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a separate meeting of the Independent Directors of the Company was held on February 9, 2016.

3. COMMITTEES OF THE BOARD

Keeping in view the better Governance and focused discussion, the Board has constituted various committees with specific terms of the reference and scope. The details of the committees constituted by the Board are given below:

A. Audit Committee

- i. The Audit Committee of the Company is constituted in line with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013.
- ii. The terms of reference & Powers of the Audit Committee are broadly as under:
 - a) To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
 - b) Recommending to the Board, the appointment/re-appointment, remuneration and terms of appointment of Auditors of the company;
 - c) Reviewing with the management the quarterly, half-yearly and annual financial statements before submission to the Board for approval, with particular reference to -
 - ✓ Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Clause c of sub-section 3 of Section 134 of the Companies Act, 2013.
 - ✓ Any changes in accounting policies and practices and reasons for the same.
 - ✓ Major accounting entries involving estimates based on exercise of judgment by management.
 - ✓ Significant adjustments made in the financial statements arising out of audit findings.
 - ✓ Compliance with accounting standards.
 - ✓ Compliance with listing and other legal requirements concerning financial statements.
 - ✓ Disclosure of any related party transactions.
 - d) Qualifications in the draft audit report;
 - e) Reviewing, with the management, the statement of uses / application of funds raised through public issue, rights issue, preferential issue, etc., and the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 - f) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
 - g) Approval or any subsequent modification of transactions of the Company with Related Parties;
 - h) Scrutiny of inter-corporate loans and investments;

- i) Valuation of undertakings or assets of the Company, wherever it is necessary;
 - j) Reviewing with the management, the performance of statutory and internal auditors, adequacy of the internal control systems;
 - k) Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - l) Discussion with internal auditors on any significant findings and follow up thereon;
 - m) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
 - n) Discussion with the statutory auditors before the audit commences on the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 - o) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 - p) Review the functioning of the Whistle Blower mechanism;
 - q) Approval of appointment of Chief Financial Officer (CFO) (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc of the candidate;
 - r) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee or as may be required by the Board.
- iii. The Audit Committee invites such of the executives, as it considers appropriate, representatives of the Statutory Auditors and representatives of the Internal Auditors to be present at its meetings. The Company Secretary acts as the Secretary to the Audit Committee.
 - iv. The previous Annual General Meeting (AGM) of the Company was held on September 30, 2015 and was attended by Mr. Sanjay Asher, Chairman of the Audit Committee.
 - v. The composition of the Audit Committee and the details of meetings attended by its members are given below:

Name	Category	No. of meetings attended	
		Held	Attended
Mr. Sanjay K. Asher (Chairman)	Independent Director	4	4
Mr. Robert Taylor	Independent Director	4	2
Mr. Hrishikesh Parandekar	Independent Director	4	4

Four Meetings of the Audit Committee were held during the year. The dates on which the said Meetings were held are as follows: May 21, 2015; August 13, 2015; November 10, 2015 and February 9, 2016.

B. Nomination and Remuneration/Compensation Committee

- i. The Board has constituted a Nomination and Remuneration/Compensation Committee under Section 178 of the Companies Act, 2013, read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, comprising of three Independent Directors.
- ii. The broad terms of reference of the said Committee are as under:
 - ✓ To identify persons who are qualified to become directors and who may be appointed in senior management of the Company in accordance with the criteria laid down, recommend to the Board their appointment and removal;
 - ✓ To carry out the performance evaluation of individual Directors, the committees and of the Board;

- ✓ To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
- ✓ While formulating such policy, Nomination and Remuneration/Compensation shall ensure that -
 - a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance, objectives appropriate to the working of the company and its goals;
- ✓ To take into account financial position of the company, trend in the industry, appointees qualifications, experience, past performance, past remuneration, etc., and bring about objectivity in determining the remuneration package while striking a balance between the interest of the company and the shareholders;
- ✓ To undertake specific duties as may be prescribed by the Companies Act, 2013, Listing Agreement and or as may be prescribed by the Board of Directors of the Company, from time to time;
- ✓ To obtain outside legal or other professional advice to assist in connection with its functions, if necessary;
- ✓ The Committee also monitors and administers the implementation of Employees' Stock Option Schemes.
- ✓ Terms of reference for Employee Stock Option Plan (ESOPs):
 - a) To formulate Employee Stock Option Plan and to from time to time to grant options to eligible employees;
 - b) To decide the quantum of options to be granted to any employee and in aggregate under any of the Employee Stock Option Plans that may be formulated by the Committee;
 - c) To decide the conditions under which the options granted to employees may lapse;
 - d) To determine Exercise Price of the options to be granted under Employee Stock Option Plan;
 - e) To determine and specify the vesting period and the Exercise Period in any of the Employee Stock Option Plans;
 - f) To dispose of, at its sole discretion and in the interest of the Company, the options not applied for, by the employees offered under various ESOPs;
 - g) To decide the procedure for making fair and reasonable adjustment to the number of options and to the exercise price in case of right issue / bonus issue, other corporate actions or otherwise;
 - h) To determine the terms and conditions of ESOP and to do any other related or incidental matter thereto;

iii. The composition of the Committee and the details of meetings attended by its members are given below:

Name	Category	No. of meetings attended	
		Held	Attended
Mr. S. K. Tuteja (Chairman)	Independent Director	3	3
Mr. Sanjay Asher	Independent Director	3	3
Mr. Hrishikesh Parandekar	Independent Director	3	3

Three meetings of the Nomination and Remuneration / Compensation Committee were held during the year on June 23, 2015, August 13, 2015 and February 9, 2016.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has undertaken an evaluation of its own performance, the performance

of its Committees and of all the individual Directors based on various parameters relating to roles, responsibilities and obligations of the Board, effectiveness of its functioning, contribution of Directors at meetings and the functioning of its Committees.

iv. Details of remuneration paid / payable to Directors of the Company for the year ended March 31, 2016:

(₹ in Million)

Name	Salary / Perquisites	Retirement Benefits	Bonus / Ex- Gratia	Commission	Performance Incentive	Sitting Fee	Total	Service Contract / Stock options granted / Notice period / Severance Fees
Mrs. Vidya Murkumbi (Executive Chairperson)	11.44	1.19	-	-	-	-	12.63	Term of office valid up to 31.03.2017. No Stock Options were granted to Mrs. Murkumbi and no notice period and severance fees are applicable to her.
Mr. Narendra Murkumbi (Vice Chairman & Managing Director)	11.19	1.34	-	-	-	-	12.53	Term of office valid up to 19.09.2017. No Stock Options were granted to Mr. Narendra Murkumbi and no notice period and severance fees are applicable to him.
Mr. Vijendra Singh (Executive Director)	11.91	0.62	-	-	-	-	12.53	Term of office valid up to 09.05.2017. 3 months Notice period and severance fees equal to 3 months remuneration in case the Company waives the notice period of Mr. Singh
Mr. Sanjay K. Asher (Independent Director)	-	-	-	-	-	0.68	0.68	-
Mr. S. K. Tuteja (Independent Director)	-	-	-	-	-	0.68	0.68	-
Mr. Hrishikesh Parandekar (Independent Director)	-	-	-	-	-	0.71	0.71	-
Mr. Robert Taylor (Independent Director)	-	-	-	-	-	0.13	0.13	-
Mr. Ashit Mallick (Independent Director)	-	-	-	-	-	0.50	0.50	-
Mr. Atul Chaturvedi (Non-Executive Director)	-	-	-	-	-	-	-	-
Mr. Jean-Luc Bohbot (Non-Executive Director)	-	-	-	-	-	-	-	-

The Non-Executive Directors of the Company do not have any pecuniary relationship or transactions with the Company. Independent Directors of the Company are paid sitting fees of ₹ 50,000/- for attending each meeting of the Board of Directors of the Company and sitting fees of ₹ 25,000/- for attending each meeting of the Committees of the Board.

v. Nomination and Remuneration Policy

Remuneration Policy of the Company is appended as Annexure 1 to the Directors' Report. The Remuneration to the Directors of the Company is paid in line with the remuneration policy and applicable laws.

C. Stakeholders' Relationship Committee

i. The Company has constituted a Stakeholders' Relationship Committee of the Directors under Section 178 of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to look into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend/ notices/annual reports, etc.

ii. Terms of reference of the Committee:

- ✓ To look into the redressal of grievances of shareholders, debenture holders and other security holders and to consider and resolve the grievances of the security holders of the company including complaints related to transfer of shares/debentures, transmission/transposition/nomination of shares/debentures, dematerialization/rematerialisation of shares/debentures, non-receipt of annual report, non-receipt of dividends/interest/principal on shares and debentures, sub-divide, consolidate and issue share certificates/ duplicate share/debenture certificates, etc.;
- ✓ To look into matters that can facilitate better investor services and relations.

iii. The composition of the Stakeholders' Relationship Committee and the details of the meetings attended are given below:

Name	Category	No. of meetings attended	
		Held	Attended
Mr. Sanjay K. Asher (Chairman)	Independent Director	4	4
Mr. S. K. Tuteja	Independent Director	4	4
Mrs. Vidya M. Murkumbi	Executive Director	4	4
Mr. Narendra M. Murkumbi	Executive Director	4	4

iv. The Committee met 4 times during the year on May 21, 2015, August 13, 2015, November 10, 2015 and February 9, 2016.

v. Mr. Naveen Manghani, Company Secretary is the Compliance Officer of the Company.

vi. Details of investor complaints received and redressed during the year 2015-16 are as follows:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
0	9	9	0

D. Risk Management Committee

The Company has constituted a Risk Management Committee. The Committee consists of Mr. Robert Taylor (Chairman) and Mr. Narendra M. Murkumbi as Member.

E. Corporate Social Responsibility Committee

i. In terms of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board at its meeting held on May 23, 2014 constituted a Corporate Social Responsibility Committee.

ii. The Committee consists of Mr. Surender Kumar Tuteja (Chairman), Mr. Narendra M. Murkumbi and Mrs. Vidya M. Murkumbi as members. The terms of reference of the Committee are as follows:

- ✓ To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company;
- ✓ To recommend the amount of expenditure to be incurred on the activities relating to corporate social responsibility;

- ✓ To monitor the CSR Policy of the Company from time to time;
- ✓ To institute a transparent monitoring mechanism for implementation of the corporate social responsibility projects or programs undertaken by the Company; and
- ✓ To ensure that the activities which are undertaken are included in the CSR Policy of the Company.

4. GENERAL BODY MEETINGS

A. General Meetings

Annual General Meetings

Financial Year	Location	Date & Time	Special Resolutions Passed
2012-2013	Maratha Mandir Hall (Near Railway Over Bridge) Khanapur Road, Belagavi 590006.	August 28, 2013 10.30 am	No Special Resolutions were passed at the 17th AGM.
2013-2014	Maratha Mandir Hall (Near Railway Over Bridge) Khanapur Road, Belagavi 590006.	September 26, 2014 11.30 am	Five Special Resolutions were passed at the 18th AGM for the approval of the following items : i. Re-appointment of Mrs. Vidya Murkumbi as Whole Time Director of the Company ii. Re-appointment of Mr. Vijendra Singh as a Whole-time Director of the Company. iii. Approval of borrowing limits of the Company. iv. Approval of offer or invitation to subscribe to Non-Convertible Debentures and / or other debt securities on a private placement basis. v. Approval of Related Party Transactions.
2014-15	Maratha Mandir Hall (Near Railway Over Bridge) Khanapur Road, Belagavi 590006.	September 30, 2015 11.30 am	One Special Resolution was passed at the 19th AGM for the approval of Re-appointment of Mr. Robert Taylor as an Independent Director of the Company not liable to retire by rotation and to hold office for period of 5 years with effect from April 1, 2015.

B. Postal Ballot

No Resolution was passed through Postal Ballot during the Financial Year 2015-16.

5. OTHER DISCLOSURES

- i. During the year there were no materially significant related party transactions of the Company which have potential conflict with the interests of the Company at large.
- ii. There were no instances of non-compliance by the Company and no penalties/strictures were imposed on the Company by stock exchanges/SEBI/any statutory authority on any matter related to capital markets, during the last 3 years.
- iii. Whistleblower Mechanism has been established for the employees to report to the management about unethical behaviour, mismanagement, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy, that could adversely impact the Company's operations and business performance. The Whistleblower Policy is overseen by the Audit Committee of the Board.
- iv. The Company's Policy for Determining Material Subsidiaries may be accessed on the Company's website at the link [http:// www.renukasugars.com/en/corporate-governance.html](http://www.renukasugars.com/en/corporate-governance.html).
- v. The Company's Policy on Related Party Transactions may be accessed on the Company's website at the link [http:// www.renukasugars.com/en/corporate-governance.html](http://www.renukasugars.com/en/corporate-governance.html).

vi. Disclosure on Commodity Price Risk/Foreign Exchange Risk and Hedging Activities

✓ Commodity risks and Hedging:

Sugar price risk is one of the important market risk for the Company. The Company has a robust framework and governance mechanism in place to ensure that the organisation is adequately protected from the market volatility. Commodity Risk Management Policy is formulated to articulate the risk management philosophy, objectives and processes.

The Company is exposed to usual price risk associated with fluctuation in sugar prices. In domestic market, physical sugar is mostly traded on spot basis on prevailing physical sugar prices.

✓ Foreign Exchange Risk and Hedging:

The Company has managed the foreign exchange risk with appropriate hedging activities in accordance with the Forex Risk Management Policy. The aim of the Company's approach to manage currency risk is to leave the Company with the no material residual risk. The Company uses foreign exchange forward, options and futures contracts to hedge against its foreign currency exposures. The Company does not enter into any derivative instruments for trading or speculative purposes

vii All mandatory requirements relating to corporate governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been appropriately complied with and the status of non-mandatory (discretionary) requirements is given below:

- ✓ The Financial Statements are free from any Audit Qualifications.
- ✓ The Company has appointed separate persons as its Chairperson and Managing Director of the Company.
- ✓ The Internal Auditors of the Company report directly to the Audit Committee.

6. CODE OF CONDUCT

Pursuant to Regulation 17(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has laid down a 'Code of Conduct' for all the Board and Senior Management Members and they have affirmed compliance with the said Code of Conduct of the Company for the Financial Year 2015-16.

The declaration pursuant to Regulation 26 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, stating that all the Board Members and Senior Management Members have affirmed their compliance with the said code of conduct for the year ended March 31, 2016 is annexed to this Report.

The Code of conduct is also placed on the Company's website.

7. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING PRACTICES

In compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, the Company has formulated, adopted and implemented "Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting Trading by Insiders" in the securities of the Company.

8. COMPLIANCE OFFICER

Mr. Naveen Manghani is the Company Secretary and Compliance Officer of the Company effective from August 14, 2015.

9. MEANS OF COMMUNICATION

The Company publishes quarterly financial results, notices and other advertisements in Financial Express and The Economic Times (English & Gujarati Dailies) and Kannada Prabha (Kannada Daily) regularly. The Company also regularly releases press notes to enable the stakeholders to appreciate the important developments and updates about the Company. Additionally, the results and other important information are displayed on the Company's website: www.renukasugars.com

10. GENERAL SHAREHOLDER'S INFORMATION

i. Annual General Meeting (AGM)

Date : September 27, 2016

Time : 11.00 a.m.

Venue : Maratha Mandir Hall (Near Railway Over Bridge)
Khanapur Road, Belagavi - 590 006.

ii. Financial Year

The Financial Year of the Company is from April 1 to March 31.

iii. Tentative Financial Calendar 2016-17

1st Quarterly results
2nd Quarterly results
3rd Quarterly results
4th Quarterly results

were declared on August 22, 2016
on or before December 14, 2016
on or before February 14, 2017
before end of May, 2017

iv. Date of Book Closure

Tuesday, September 20, 2016 to Tuesday, September 27, 2016
(both days inclusive).

v. Dividend Payment Date

No Dividend has been recommended by the Board for the year ended March 31, 2016

vi. Corporate Identification of the Company L01542KA1995PLC019046**vii. Unclaimed Shares -**

In accordance with the requirement of Regulation 39 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company reports the following details in respect of equity shares lying in the suspense account which were issued in dematerialised form pursuant to the public issue of the Company:

Sr. No.	Particulars	Number of Shareholders	Number of Shares
1	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year April 1, 2015;	4	2,080
2	Number of shareholders who approached the Company for transfer of shares from suspense account during the year;	-	-
3	Number of shareholders to whom shares were transferred from suspense account during the year;	-	-
4	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year, March 31, 2016;	4	2,080

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

viii. Listing on Stock Exchanges

The Company's Shares are listed on the following Stock Exchanges as mentioned hereunder:

National Stock Exchange of India Limited (NSE)
Exchange Plaza, Bandra Kurla Complex, Bandra (E),
Mumbai - 400051.

BSE Limited (BSE)
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai - 400001

The Company has paid the listing fees for the year 2016-17.

ix. Stock Code

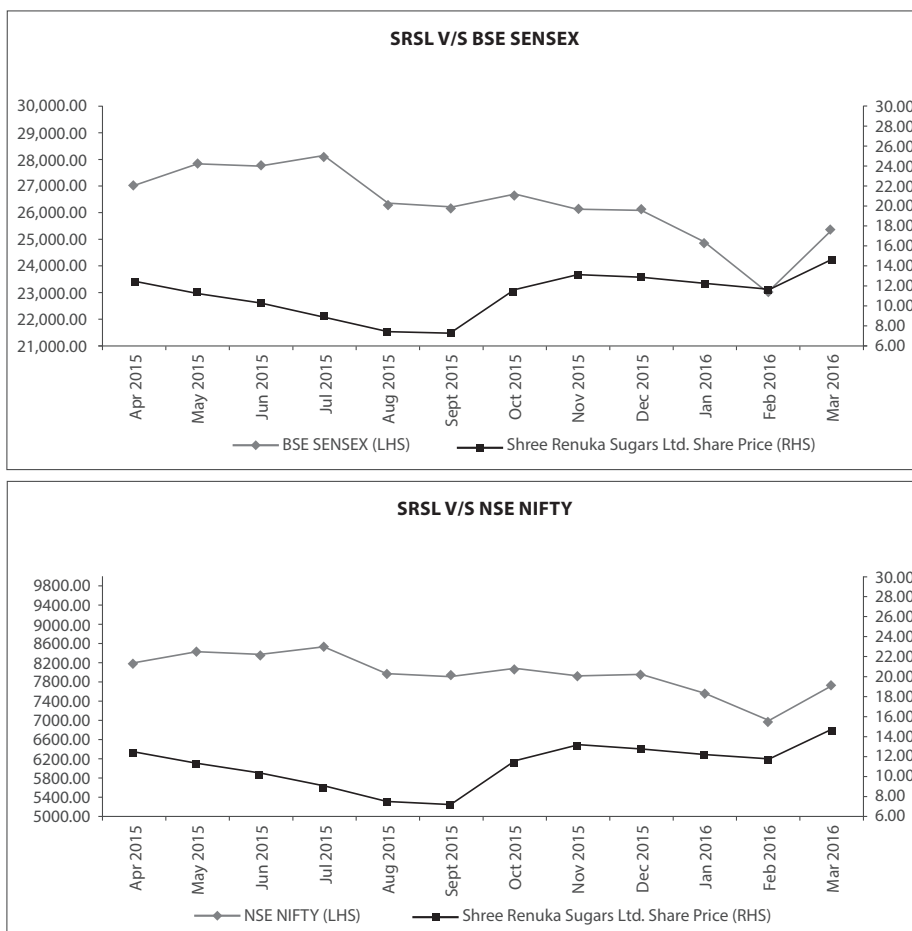
BSE - 532670

NSE - RENUKA

x. Market Price Data

Month	NSE			BSE		
	High (₹)	Low (₹)	Closing (₹)	High (₹)	Low (₹)	Closing (₹)
April, 2015	14.65	12.00	12.35	14.67	12.01	12.37
May, 2015	12.65	11.10	11.30	12.60	11.10	11.28
June, 2015	11.80	9.00	10.20	11.79	9.11	10.22
July, 2015	10.80	8.25	8.90	10.79	8.27	8.93
August, 2015	9.70	7.05	7.45	9.90	7.03	7.44
September, 2015	8.10	7.10	7.20	8.10	7.10	7.21
October, 2015	12.75	7.25	11.45	12.79	7.28	11.43
November, 2015	18.05	10.45	13.10	18.02	10.50	13.14
December, 2015	13.25	11.60	12.80	13.30	11.60	12.76
January, 2016	15.40	11.35	12.20	15.40	11.35	12.21
February, 2016	12.75	9.85	11.65	12.79	9.93	11.65
March, 2016	15.65	11.70	14.65	15.64	11.65	14.65

xi. Performance Comparison : SRSL v/s BSE SENSEX and SRSL v/s NSE NIFTY



xii. Registrar & Transfer Agents

Karvy Computershare Private Limited
Unit: Shree Renuka Sugars Limited
Karvy Selenium Tower B,
Plot 31-32, Gachibowli, Financial District, Nanakramguda,
Hyderabad - 500 032
Tel. No. +91 40 6716 2222 / 67161700
Fax No. +91 40 2300 1153 / 67161680
e-mail: einward.ris@karvy.com

xiii. Share Transfer System

The Company's shares are traded on the stock exchanges compulsorily in demat mode. Shares in physical mode, which are lodged for transfer, are processed and returned within the stipulated time period.

xiv. Distribution of Shareholding as on March 31, 2016

Category	No. of Cases	% of Cases	Total Shares	Amount	% of Amount
1 - 5,000	200,600	95.73	113,490,818	113,490,818	12.22
5,001 - 10,000	5,011	2.39	39,412,054	39,412,054	4.24
10,001 - 20,000	2,091	1.00	30,469,393	30,469,393	3.28
20,001 - 30,000	647	0.31	16,396,072	16,396,072	1.77
30,001 - 40,000	285	0.14	10,021,682	10,021,682	1.08
40,001 - 50,000	227	0.11	10,645,456	10,645,456	1.15
50,001 - 100,000	367	0.18	27,002,972	27,002,972	2.91
100,001 & Above	322	0.15	681,372,795	681,372,795	73.36
Total	209,550	100	928,811,242	928,811,242	100

xv. Categories of shares as on March 31, 2016

Category	Shareholding	Percentage
Promoters	514,984,934	55.45
Mutual Funds	5,747	0.00
Financial Institutions / Banks	21,127,617	2.27
Foreign Institutional Investors	31,253,358	3.37
NBFC Registered with RBI	702,693	0.08
Private Corporate Bodies	45,722,138	4.92
NRIs	15,428,385	1.66
Trusts	23,055,004	2.48
Indian Public	276,531,366	29.77
Total	928,811,242	100

xvi. Dematerialization of shares and liquidity

As on March 31, 2016, 7,853,217 equity shares of the Company (0.8455% of the total issued capital) were held in physical form and 920,958,025 equity shares (99.1545% of the total issued capital) were held in dematerialized form. Registrar and Transfer Agents are appointed for transfer of shares in dematerialization mode and in physical mode.

Under the Depository system the ISIN allotted to the Company's shares is INE087H01022.

xvii. Outstanding GDRs / ADRs / Warrants or any convertible instrument.

-

xviii. Address for Correspondence

Shareholders correspondence for transfer/ Dematerialization of shares, payment of dividend and any other query should be directed to:

Karvy Computershare Private Limited
Unit: Shree Renuka Sugars Limited
Karvy Selenium Tower B,
Plot 31-32, Gachibowli, Financial District,
Nanakramguda,
Hyderabad - 500 032
Tel. No. +91 40 6716 2222 / 67161700
Fax No. +91 40 2300 1153 / 67161680
e-mail: einward.ris@karvy.com

All other queries on Annual Report should be directed to :

Shree Renuka Sugars Limited

BC 105, Havelock Road, Cantonment,
Belagavi 590001
Tel No. 0831 2404000
Fax No. 0831 2404961
E-mail: naveen.manghani@renukasugars.com

xix. Plant Locations

Information on Plant locations has been provided in the section of Corporate Information.

xx. Debt Securities

Non-Convertible Debentures (NCDs) of the Company are listed on The Wholesale Debt Market (WDM) Segment of BSE Limited.

Debenture Trustee for NCDs -**IDBI Trusteeship Services Limited**

Asian Building, Ground Floor, 17 R. Kamani Marg,
Ballard Estate, Mumbai - 400001.
Tel. No.: 022 - 40807062
Email:sameer.trikha@idbitrustee.com,
swapnali@idbitrustee.com
Website: www.idbitrustee.com

Details of Directors seeking appointment at the forthcoming Annual General Meeting pursuant to the provisions of i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

Name of the Director	Mrs. Vidya Murkumbi	Mr. Narendra Murkumbi	Mr. Bhupatrai M. Premji	Mr. Dorab E. Mistry	Mr. Stephen Ho Kiam Kong
Date of Birth	January 5, 1948	April 14, 1970	February 16, 1950	April 7, 1953	September 5, 1959
Date of Appointment	October 25, 1995	October 25, 1995	August 22, 2016	August 22, 2016	August 22, 2016
Qualification	1. Bachelor of Science 2. Doctorate by Karnataka State Bijapur Woman's University.	1. BE (E&C), 2. PGDM (IIM Ahmedabad)	Bachelor of Economics (Hons.) Public Administration from University of Malaya, Malaysia.	1. Commerce and Law Graduate from Mumbai University. 2. Chartered Accountant.	1. Graduated from the Victoria University of Wellington, New Zealand 2. Advanced Management Programme at Harvard Business School.
Expertise in specific functional Area/ Brief Profile	Mrs. Vidya Murkumbi is a graduate in Chemistry and spent 24 years in the trading business. She was initially involved in trading and distribution of various TATA and Parle products. Subsequently, she moved into manufacturing and marketing business by venturing into agro processing and chemical formulation business. She is the Co-founder and Promoter Director of Shree Renuka Sugars Limited.	Mr. Narendra Murkumbi trained as an Electronics Engineer and then did his MBA from the Indian Institute of Management, Ahmedabad in 1994. He co-founded Shree Renuka Sugars Limited and in the last 18 years, the Company has become a fully integrated sugar manufacturer, which also has large power generation, ethanol and sugar refining capacities and presently, it is one of the largest sugar and ethanol companies in the world. Mr. Narendra Murkumbi was chosen as the "Entrepreneur of the Year - 2010" by The Economic Times Awards, 2010. Under his leadership the Company also lifted ET's 'Emerging Company of the Year - 2011' award.	Mr. Premji has vast experience of more than four decades. He is presently Director in India International Bank (Malaysia) and Chairman of Web-On-Line Sdn. Bhd. Before joining as Director in India International Bank (Malaysia), he was Director in Institut Jantung Negara Sdn. Bhd, Keramat Tin Bhd and South East Asia Bank, Mauritius as well as President Commissioner (Chairman) of Bank Bumiputera Indonesia.	Mr. Mistry is a director of Godrej International Limited as well as on the board of several other overseas subsidiary companies of the Godrej group. Mr. Mistry handles the vegetable oil commodity trading and sourcing portfolio for the Godrej group – Godrej Consumer Products Ltd. as well as Godrej Industries Ltd. since 1977. He is acknowledged as an eminent analyst of palm oil price behavior.	Mr. Stephen Ho Kiam Kong was appointed the Chief Financial Officer of Wilmar International Limited in November 2011. He is in charge of the Wilmar Group's finance, treasury and risk management functions. He has assumed different roles in Royal Philips where he served for 12 years, including Head of Finance and a member of the Greater China Management team, Asia Pacific CFO, Head of Treasury and Finance for an independent JV business, and Head of Corporate Finance in their Regional Finance Center. Prior to this, he was with major international financial institutions in Singapore, Hong Kong and New York.
Directorship in all other public companies except foreign companies and companies under Section 8 of the Companies Act, 2013.	1. Ravindra Energy Limited 2. Gokak Sugars Limited 3. Shree Renuka Agri Ventures Limited	Indian Sugar Exim Corporation Limited	-	-	-

Name of the Director	Mrs. Vidya Murkumbi	Mr. Narendra Murkumbi	Mr. Bhupatrai M. Premji	Mr. Dorab E. Mistry	Mr. Stephen Ho Kiam Kong
Membership/ Chairman of the Committees of the Board of other public limited companies (Memberships/ Chairmanships of only Audit Committees and Stakeholders' Relationship Committees in other public limited companies have been considered.)	Member in Audit Committee of Ravindra Energy Limited-	-	-	-	-
Number of shares held in the Company	1,228,800	10,812,905	-	-	-
Terms & Condition of appointment	As per the resolution passed by the shareholders at the Annual General Meeting held on September 26, 2014, vide which, Mrs. Vidya Murkumbi, was re-appointed as Whole-time Director designated as 'Executive Chairperson' of the Company.	As per the resolution passed by the shareholders at the Annual General Meeting held on July 27, 2012, vide which, Mr. Narendra Murkumbi, was re-appointed as Vice Chairman & Managing Director of the Company.	To be appointed as Independent Director of the Company; not liable to retire by rotation and to hold office for a period of 3 consecutive years w.e.f. August 22, 2016.	To be appointed as Independent Director of the Company; not liable to retire by rotation and to hold office for a period of 3 consecutive years w.e.f. August 22, 2016.	To be appointed as Director of the Company; liable to retire by rotation.
Number of meetings of the Board attended during the financial year	9 out of 12 Board Meetings held during the year	12 out of 12 Board Meetings held during the year	NA	NA	NA
Remuneration last drawn	₹ 12.63 Million	₹ 12..53 Million	NA	NA	NA
Remuneration proposed to be paid	As per existing terms and conditions	As per existing terms and conditions	-	-	-

Note

Mrs. Vidya Murkumbi, Executive Chairperson is Mother of Mr. Narendra Murkumbi, Vice Chairman & Managing Director of the Company. Except for the above, none of the Directors of the Company is related to any other Director.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of

SHREE RENUKA SUGARS LIMITED

1. We have examined the compliance of conditions of Corporate Governance by Shree Renuka Sugars Limited ("the Company"), for the year ended on March 31, 2016, as stipulated in:
 - ✓ Clause 49 (excluding clause 49 (VII) (E)) of the Listing Agreement of the Company with stock exchange(s) for the period April 1, 2015 to November 30, 2015;
 - ✓ Clause 49 (VII) (E) of the Listing Agreement of the Company with stock exchange(s) for the period April 1, 2015 to September 1, 2015;
 - ✓ Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the period from September 2, 2015 to March 31, 2016; and
 - ✓ Regulations 17 to 27 (excluding Regulation 23 (4)) and clauses (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Listing Regulations for the period from December 1, 2015 to March 31, 2016.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India.
4. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement and Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations for the respective periods of applicability as specified under paragraph 1 above, during the year ended March 31, 2016.
5. We state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Ashok Kumar, Prabhashankar & Co.

Chartered Accountants
Firm Regn. No. 004982S

K. N. Prabhashankar

Partner
Membership No. 19575

Place : **Mumbai**

Date : **August 22, 2016**

Certification by Managing Director and Chief Financial Officer in Terms of Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We, Narendra Murkumbi, Vice Chairman & Managing Director and K. K. Kumbhat, Chief Financial Officer of SHREE RENUKA SUGARS LIMITED, to the best of our knowledge and belief, hereby certify that :

- (A) We have reviewed the financial statements and cash flow statements for the year ended at March 31, 2016, and that based on our knowledge and belief, we state that :-
- (i) these statements do not contain any materially untrue statements or omit to state any material fact or contain statements that might be misleading; and
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (B) Based on our knowledge and belief, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violation of the Company's code of conduct.
- (C) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have:-
- (i) evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting; and
 - (ii) disclosed to the auditors and Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (D) We, have indicated to the auditors and the Audit Committee of the Company, the following:-
- (i) there has been no significant change in internal control over financial reporting during the year;
 - (ii) there has been no significant change in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) there has been no instance of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: **Mumbai**

Date: **August 22, 2016**

Narendra Murkumbi

Vice Chairman & Managing Director

K. K. Kumbhat

Chief Financial Officer

DECLARATION OF MANAGING DIRECTOR ON COMPLIANCE WITH THE CODE OF CONDUCT

This is to certify that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Company's Code of Conduct for the year ended at March 31, 2016.

For Shree Renuka Sugars Limited

Place: **Mumbai**

Date: **August 22, 2016**

Narendra Murkumbi

Vice Chairman & Managing Director

FINANCIAL STATEMENTS

INDEPENDENT AUDITORS' REPORT

To the Members of
SHREE RENUKA SUGARS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **SHREE RENUKA SUGARS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, and the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain

reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its loss and its cash flows for the year ended on that date.

Emphasis of Matter

- 1) We draw attention to Note 5 to the financial statements in respect of the provision of Deferred Tax Asset on unabsorbed business losses wherein the Company represents that there is virtual certainty of future taxable profits that will be available for setting off such unabsorbed business losses. We have relied on such representation and our Opinion is not qualified in respect of this matter.
- 2) Without qualifying our opinion, we draw attention to the recoverable amount of the Investment made by the Company in its subsidiary company Shree Renuka Global Ventures Ltd., Mauritius. This investment is stated at its carrying amount of ₹ 18,245.25 Mn., made by this subsidiary company in the step down subsidiary company Shree Renuka do Brasil Participacoes Ltda. , (SRDBPL). SRDBPL together with all its subsidiaries have filed for

Protection on 28th September 2015 under Judicial Recovery (Law 11.101/2005-Recuperacao Judicial) in the designated court in the capital of the State of Sao Paulo, Brazil. SRDBPL along with its subsidiaries has filed the proposal for Reorganization Plan before the designated court. Impairment in the value of investments, if any, will be considered after the receipt of the Judgement of the court.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of the written representations received from the directors as on 31st March,

2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act;

- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- g. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company have disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 32(v) to the financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Ashok Kumar, Prabhashankar & Co.,
Chartered Accountants
Firm Regn No. 0049825

K. N. Prabhashankar
Partner
Membership No. 019575

Place: Mumbai
Date: May 30, 2016

ANNEXURE A TO THE AUDITORS' REPORT

The Annexure referred to in our report to the members of Shree Renuka Sugars Limited for the year ended March 31, 2016. We report that:

- i)
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b) As explained to us, all fixed assets have been physically verified by the management during the year periodically which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii) With regard to inventory, physical verification has been conducted by the management at reasonable intervals and no significant material discrepancies were noticed on the physical verification of stocks and the differences between the book stocks and the physical stocks have been properly dealt with in the books of account.
- iii) In respect of the loans, secured or unsecured granted by the Company to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013:
 - a) The Company has given loans to Eight Subsidiary companies.
 - b) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions, are not prima facie prejudicial to the interest of the company.
 - c) The principal amount is repayable on demand and there is no repayment schedule. The company is regular in receipt of interest from these subsidiaries except from Four wholly owned Subsidiaries.
 - d) In respect of the said loans, the same is repayable on demand and therefore the question of overdue amount for more than ninety days does not arise. In respect of interest, there is no overdue amount except in case of Four wholly owned Subsidiaries whose Overdue Interest is ₹ 176.14 Millions.
- iv) In respect of the loans, investments, guarantees, and security, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013.
- v) According to the information and explanations given to us, the company has not accepted any deposits, hence reporting on clause (v) of the order is not applicable.
- vi) The Central Government has prescribed maintenance of cost records u/s. 148(1) of the Companies Act, 2013 for some products of the Company. We have broadly reviewed these records of the company and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of such records.
- vii)
 - a) According to the information and explanations given to us and as per books and records examined by us, there are no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues with appropriate authorities outstanding as at 31st March 2016 for a period exceeding six months from the date they became payable.
 - b) According to the information and explanations given to us and as per the records examined by us, the disputed statutory dues aggregating to ₹ 847.51 Million that have not been deposited on account of disputed matters pending before appropriate authorities are as under:

SI No	Name of the Statute	Nature of Dues	Amount (₹ in Mn)	Period	Forum where Dispute is pending
1	Maharashtra Value Added Tax/CST	VAT Credit/CST	82.59	2008-09, 2010-11 & 2011-12	Maharashtra Value added tax appeal Kolhapur
2	Central Excise Act 1944	Excise Duty	6.48	2008-09 and 2011-12	Commissioner of Central Excise Appeal
			335.18	2004 to 2014	CESTAT
			3.65	2003-04	Supreme Court of India
3	Finance Act 1994	Service Tax	4.03	2005 to 2014	Commissioner of Central Excise Appeal
			32.78	2009 to 2011	CESTAT
4	Custom Act 1962	Custom Duty	249.03	2004	Supreme Court of India
5	Income Tax Act 1961	Income Tax	133.77	2008-09 & 2009-10	Commission of Income Tax
Grand Total			847.51		

viii) The Company has borrowed funds from banks, financial institutions and also has raised funds by way of debentures. There is no default in repayment of dues to banks, financial institutions and debenture holders.

ix) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year. The term loans borrowed during the year have been utilised for the purposes for which they were raised.

x) As per information and explanations given to us and on the basis of our examinations of books and records, there were no frauds on or by the company has been noticed or reported during the year.

xi) The Company has paid/provided the managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Companies Act, 2013.

xii) This is not a Nidhi Company, hence reporting under clause (xii) does not apply.

xiii) As per information and explanations given to us and on the basis of our examinations of books and records, all the transactions with the related parties are in compliance with Section 177 and 188 of Companies

Act, 2013 wherever applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.

xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with them and hence reporting on this clause is not applicable.

xvi) The company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.

For Ashok Kumar, Prabhashankar & Co.,

Chartered Accountants
Firm Regn No. 0049825

K. N. Prabhashankar

Place: Mumbai
Date: May 30, 2016

Partner
Membership No. 019575

ANNEXURE - B TO THE AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Shree Renuka Sugars Limited ("the Company") as of 31st March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial

controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial

Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Ashok Kumar, Prabhashankar & Co.,
Chartered Accountants
Firm Regn No. 004982S

Place: Mumbai
Date: May 30, 2016

K. N. Prabhashankar
Partner
Membership No. 019575

BALANCE SHEET

AS AT 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

	Notes	As at 31st March, 2016	As at 31st March, 2015
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	928.81	928.81
(b) Reserves and Surplus	3	31,331.55	14,448.95
(c) Money received against share warrants		-	-
(2) Share Application Money Pending Allotment			
(3) Non-Current Liabilities			
(a) Long-Term Borrowings	4	20,641.70	9,733.72
(b) Deferred Tax Liabilities (Net)	5	-	-
(c) Other Long-Term Liabilities	6	-	-
(d) Long-Term Provisions	7	50.19	50.88
(4) Current Liabilities			
(a) Short-Term Borrowings	8	12,060.27	21,772.73
(b) Trade Payables	9	25,753.21	18,219.36
(c) Other Current Liabilities	10	4,877.36	6,036.57
(d) Short-Term Provisions	11	4.65	3.28
Total		95,647.74	71,194.30
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	12A	43,908.47	25,528.85
(ii) Intangible Assets	12B	0.80	19.46
(iii) Capital Work-in-Progress-Tangible		294.23	266.96
(iv) Intangible assets under development		-	-
(b) Non-Current Investments	13	19,489.74	19,474.67
(c) Deferred tax assets (net)	5	2,294.74	834.87
(d) Long-Term Loans and Advances	14	4,429.13	4,136.64
(e) Other Non-Current Assets	15	0.88	1.76
(2) Current Assets			
(a) Current investments		-	-
(b) Inventories	16	19,352.44	14,522.93
(c) Trade Receivables	17	3,844.35	2,832.18
(d) Cash and Bank Balances	18	212.89	914.21
(e) Short-Term Loans and Advances	19	1,819.19	2,660.89
(f) Other Current Assets	20	0.88	0.88
Total		95,647.74	71,194.30

Accompanying Notes 1 to 32 form part of the financial statements

To be read with our report of even date

For and on behalf of the Board

For Ashok Kumar, Prabhaskankar & Co.,

Chartered Accountants

Firm Regn.No : 0049825

K. N. Prabhaskankar

Partner

Membership No.19575

Vidya M. Murkumbi

Executive Chairperson

DIN: 00007588

Narendra M. Murkumbi

Vice-Chairman & Managing Director

DIN: 00009164

Place: Mumbai

Date : May 30, 2016

K. K. Kumbhat

Chief Financial Officer

Naveen Manghani

Company Secretary

ACS No.: 20720

STATEMENT OF PROFIT & LOSS

FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

	Notes	Year Ended 31st March, 2016	Year Ended 31st March, 2015
Revenue from Operations	21	59,650.01	58,241.05
Less: Excise Duty		1,029.49	799.10
		58,620.52	57,441.95
Other Income	22	20.76	38.85
Total Revenue		58,641.28	57,480.80
EXPENDITURE			
Cost of Materials Consumed	23	39,430.72	43,964.29
Purchase of Stock-in-Trade	24	11,829.89	10,300.03
Changes in Inventory of Finished Goods, Work-in-Progress & Stock-in-Trade	25	1,208.82	(3,413.69)
Employee Benefit Expenses	26	1,145.83	1,275.83
Financial Costs	27	3,310.13	3,361.70
Depreciation and Amortization Expense	28	1,457.86	1,556.13
Foreign Exchange (Gain)/Loss	29	977.02	1,342.01
Other Expenses	30	3,593.68	3,552.34
Total Expenses		62,953.97	61,938.63
Profit/(Loss) before exceptional and extraordinary items and tax		(4,312.69)	(4,457.83)
Exceptional Items		-	-
Profit/(Loss) before extraordinary items and tax		(4,312.69)	(4,457.83)
Extraordinary Items		-	-
Profit/(Loss) Before Tax		(4,312.69)	(4,457.83)
Current Tax		-	-
Deferred tax		(1,459.88)	(1,506.95)
Profit / (Loss) for the year		(2,852.81)	(2,950.88)
Earnings per Share			
Basic	31	(3.07)	(3.32)
Diluted		(3.07)	(3.32)
[Nominal value of shares ₹ 1/- each]			

Accompanying Notes 1 to 32 form part of the financial statements

To be read with our report of even date
For Ashok Kumar, Prabhashankar & Co.,
Chartered Accountants
Firm Regn.No : 0049825

For and on behalf of the Board

K. N. Prabhashankar
Partner
Membership No.19575

Vidya M. Murkumbi
Executive Chairperson
DIN: 00007588

Narendra M. Murkumbi
Vice-Chairman & Managing Director
DIN: 00009164

Place: Mumbai
Date : May 30, 2016

K. K. Kumbhat
Chief Financial Officer

Naveen Manghani
Company Secretary
ACS No.: 20720

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST MARCH , 2016

All amounts in million Indian Rupees, unless otherwise stated.

	Year Ended 31st March, 2016	Year Ended 31st March, 2015
CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before Tax	(4,312.69)	(4,457.83)
Adjustments to reconcile profit before tax to net cash provided by operating activities:		
Depreciation	1,457.86	1,556.13
Financial Expenses	3,310.13	3,361.70
Loss/(Profit) on Sale of Fixed Assets	3.01	5.92
Dividend Income	(3.80)	(3.80)
(Gain)/ Loss from Sale of Investments	10.03	(0.53)
Exchange Fluctuations (net)	977.02	1,342.01
Amortisation of Expenses	0.88	12.96
Operating profit before working capital changes	1,442.44	1,816.56
Changes in operating assets and liabilities:		
Trade Receivables	(1,012.17)	(350.90)
Other Receivables	1,259.60	(1,183.86)
Inventory	(4,829.52)	(4,489.00)
Trade and Other Payables	8,068.34	6,849.75
Cash generated from operations	4,928.69	2,642.55
Income Tax (net)	(42.07)	(28.68)
Net cash flow from operating activities	4,886.62	2,613.87
CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets	(136.46)	(176.45)
Proceeds from Sale of Fixed Assets	17.71	87.61
Proceeds from Sale of Investments	(25.09)	665.40
Dividend Income	3.80	3.80
Net cash flow from investing activities	(140.03)	580.36

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST MARCH , 2016 (Contd.)

All amounts in million Indian Rupees, unless otherwise stated.

	Year Ended 31st March, 2016	Year Ended 31st March, 2015
CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from Issue of Equity Shares	-	257.49
Share Premium	-	4,740.21
Exchange Fluctuations (net)	(976.37)	(1,591.43)
Proceeds from Long-Term Borrowings	12,860.92	2,071.00
Repayment of Long-Term Borrowings	(3,599.29)	(5,201.96)
Net Increase/(Decrease) in Working Capital Borrowings	(9,712.46)	(116.71)
Repayment of Deferred Purchase Tax	(16.08)	-
Finance Cost	(3,336.27)	(3,565.35)
Net cash flow from financing activities	(4,779.56)	(3,406.75)
Net increase in cash and cash equivalents	(32.97)	(212.52)
Opening Cash and Cash Equivalents	212.20	424.72
Closing Cash and Cash Equivalents	179.23	212.20

Notes:

- 1) The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard- 3 on Cash Flow Statement notified under the Companies (Accounting Standards) Rules, 2006.
- 2) Additions of fixed assets include movement of Capital work-in-progress during the year.
- 3) Proceeds/(repayment) of Short-term borrowings have been shown on net basis.
- 4) Cash and Cash Equivalents do not include any amount which is not available to the company for its use .
- 5) Figure in brackets represents cash outflow from respective activities .
- 6) Exchange Fluctuations includes Hedges Cancelled Loss on External Commercial Borrowings.
- 7) As amount of Cash and cash equivalents is also available in Note No.18 , reconciliation of amount of Cash and cash equivalents as per Cash Flow Statement with the equivalent amount reported in the Balance Sheet is not required and hence not provided .

To be read with our report of even date
For Ashok Kumar, Prabhashankar & Co.,
Chartered Accountants
Firm Regn.No : 0049825

For and on behalf of the Board

K. N. Prabhashankar
Partner
Membership No.19575

Vidya M. Murkumbi
Executive Chairperson
DIN: 00007588

Narendra M. Murkumbi
Vice-Chairman & Managing Director
DIN: 00009164

Place: Mumbai
Date : May 30, 2016

K. K. Kumbhat
Chief Financial Officer

Naveen Manghani
Company Secretary
ACS No.: 20720

NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Note 1. Significant Accounting Policies:

All amounts in million Indian Rupees, unless otherwise stated.

a. Basis of presentation:

The accompanying financial statements have been presented for the year ended 31st March, 2016 along with comparative information for the year ended 31st March, 2015. The accompanying financial statements have been prepared on going concern basis under the historical cost convention on the accrual basis of accounting in conformity with accounting principles generally accepted in India ("Indian GAAP") and the relevant provisions prescribed in the Companies Act 2013, besides the pronouncements/guidelines of the Institute of Chartered Accountants of India and of the Securities and Exchange Board of India. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year, except as stated hereunder.

b. Use of estimates:

In preparing the Company's financial statements in conformity with accounting principles generally accepted in India, the Company's management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period, the actual results could differ from those estimates. Difference between actual results and estimates are recognised in the period in which the results are known or materialise.

c. Fixed assets:

- i. Fixed assets (Tangible and Intangible) are stated at cost less accumulated depreciation. Cost comprises the purchase price and any cost attributable to bringing the asset to its working condition for its intended use. Expenditure incurred during construction period has been added to the cost of the assets. These expenses have been allocated to the sugar, power generation and ethanol units on a reasonable basis. Subsidy received from the Government has been reduced from value of the respective assets.
- ii. Land, Building and Plant and Machinery as on 31st March 2016 have been revalued and the surplus due to this revaluation is credited to Revaluation Reserve account. The useful lives of the depreciable assets remain to be the same as that of prior to revaluation.

d. Borrowing costs:

Interest and other costs in connection with the borrowings of funds to the extent attributable to the acquisition or construction of qualifying assets or capitalized as part of the cost of such asset till such time the asset is ready for its intended use.

All other borrowings costs are recognised in the statement of profit and loss in the period in which they are incurred.

e. Depreciation:

- i. Depreciation is provided in the manner prescribed in Schedule II of the Companies Act, 2013. The Carrying Value of Fixed assets are depreciated over the revised remaining useful lives. Fixed assets having nil useful life has been charged to the opening balance of retained earnings as per the transitional provision prescribed in note 7 (b) of Schedule II of the Companies Act 2013.
- ii. Depreciation on the value of Revaluation is reduced from revaluation Reserve effective from Financial Year 2016-17.

f. Leases:

- A. Lease Rentals: Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term. In case of long- term leases, the expenditure to the statement of profit and loss is recognized on the basis of equated lease rentals arrived at by allocating the total outflow of lease rentals on the entire contractual period over the period of the lease.
- B. Lease Income: Lease income is recognized on accrual basis.

NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

g. Investments:

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as Non-Current investments. Current investments are carried at lower of cost or fair value/ market value, determined on an individual investment basis. Non-Current Investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments. Profit/loss on sale of investments is computed with reference to their average cost.

h. Amalgamation:

Accounting for Amalgamation is as per AS-14 of the Indian Accounting Standards as prescribed by The Institute of Chartered Accountants of India. The Goodwill arising on Amalgamation is amortised over its useful life but shall not exceed five years.

i. Inventories:

Inventories are valued as follows:

Raw materials, stores and spares, Material in transit and packing materials

Lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a Moving Weighted Average basis.

Finished goods

Lower of cost and net realizable value. Cost includes direct materials, labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods excludes excise duty.

Excise duty is generally provided on manufacture of goods, which are not exempt from the payment of duty. However, since the Company's finished goods are not segregated at the time of production into those for sale in domestic markets and those for sale in export markets, the Company is unable to determine the exact liability towards excise duty on finished goods. Accordingly, excise duty is provided/ paid only at the time of clearance of the goods from the factory.

Work-in-process

Lower of cost up to estimated stage of process and net realisable value. Cost includes direct materials, labour and a proportion of manufacturing overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

By- products

By-products are valued at cost. Inter-unit transfers of by- products also include the cost of transportation, duties, etc.

j. Revenue recognition:

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue from sale of goods is recognised when the significant risks and rewards of ownership of the goods are transferred to the customer and is stated net of trade discounts, excise duty, sales returns.

Revenue from sale of power is recognised when the units generated are transmitted to the pooling station, in accordance with the terms and conditions of the power purchase agreement entered into by the Company with the purchasing parties.

Income from services is recognised as they are rendered (based on agreement/arrangement with the concerned customers).

Dividend income on investments is accounted for as and when the right to receive the payments is established.

Income against claims of the company, viz., export incentives, insurance claims, etc., is recognised on accrual/right to receive basis.

NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

k. Foreign currency transactions:

Initial Recognition

Foreign currency transactions are recorded in the reporting currency by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are reported using the closing rate at the date of the Balance Sheet. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction and investments in foreign companies are recorded at the exchange rates prevailing on the date of making the investments.

Exchange Differences

Exchange Differences is charged to the statement of profit and loss except arising on account of such conversion related to the purchase of fixed assets is adjusted therewith, and other long term monetary items is adjusted in the Foreign Currency Monetary Item Translation Difference Account.

Forward Exchange Contracts not intended for trading or speculation purposes

The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the statement of profit and loss in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or as expense for the period.

l. Derivative transactions:

Pursuant to the announcement on accounting for derivatives issued by the Institute of Chartered Accountants of India, the Company, in accordance with the principle of prudence as enunciated in AS-1, "Disclosure of Accounting Policies", provides for losses in respect of all outstanding derivative contracts at the Balance sheet date by marking them to market. Any net unrealized gains arising on such mark to market are not recognised as income.

m. Employee benefits:

- Short-term employee benefits are recognised as an expense at the undiscounted amount in the statement of profit and loss of the year in which the related service is rendered.
- The eligible employees of the Company are entitled to receive benefits under the Provident Fund, a defined contribution plan in which both the employees and the Company make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' salary). The contributions as specified under the law are paid to "The Regional Provident Fund Commissioner and the Central Provident Fund under the Pension Scheme". The Company recognises such contributions as expense of the year in which the liability is incurred.
- The Company has an obligation towards Gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The plan is managed by a trust and the fund is invested with Life Insurance Corporation of India under its Group Gratuity Scheme. The Company makes annual contributions to Gratuity Fund and the Company recognises the liability for Gratuity benefits payable in future based on an independent actuarial valuation.
- The Company provides for the encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave for availment as well as encashment subject to the rules. As per the regular past practice followed by the employees, it is not expected that the entire accumulated leave shall be encashed or availed by the employees during the next twelve months and accordingly the benefit is treated as long-term defined benefit. The liability is provided for based on the number of days of unutilised leave at the Balance Sheet date on the basis of an independent actuarial valuation.

NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

n. Income tax:

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961

Deferred income tax reflects the impact of current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier periods. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the Minimum Alternate tax (MAT) credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in guidance note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each Balance Sheet date.

o. Miscellaneous expenditure:

Preliminary expenses are written-off over a period of five years from the year of commencement of commercial production.

The Deferred Revenue Expenditure comprises of debenture issue expenses and expenses towards Increase in Authorised Capital which is written off over a period of 5 years & expenses incurred on the lease units upto the date of production which is written off in proportion to the period of lease unexpired or 1/5th in case of long lease period.

p. Government grants:

Government grants in the nature of promoter's contribution are credited to capital reserve and treated as a part of Shareholder's funds. Other Government grants/ subsidy have been reduced from value of the respective assets.

q. Financial derivatives and commodity futures:

Transactions in financial derivatives and commodity futures are accounted based on the mode of final settlement. Transactions, which are ultimately settled net, without taking delivery, are recorded net with the gains/losses being recognised as income/expenses in the financial statements. Transactions, which stipulate physical delivery of the goods and where the company intends to take delivery, are recorded at gross, as purchases and sales as a part of the company's sugar manufacturing activities.

r. Provisions, contingent liabilities and contingent assets:

Provisions are recognised for liabilities that can be measured only by using a substantial degree of estimation, if

- The Company has a present obligation as a result of a past event
- A probable outflow of resources is expected to settle the obligation and
- The amount of the obligation can be easily estimated.

Contingent Liability is disclosed in the case of

- A present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation.
- A possible obligation, unless the probability of outflow of resources is remote.

Depending on facts of each case and after due evaluation of relevant legal aspects, claims against the Company not acknowledged as debts are disclosed as contingent liabilities. In respect of statutory matters, contingent liabilities are disclosed only for those demand(s) that are contested by the Company.

Contingent Assets are neither recognised nor disclosed.

s. Earnings per share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity

NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

shareholders by the weighted average number of equity shares outstanding during the period. The weighted average numbers of equity shares outstanding during the period are adjusted for events of bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

t. Segment reporting:

The accounting policies adopted for segment reporting are in line with the accounting policies adopted by the Company, with the following additional policies for segment reporting:

- (i) Inter segment revenue has been accounted for based on the transaction price agreed to between segments which is primarily market led.
- (ii) Revenue, Expenses, Assets and Liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.
- (iii) Gains/losses from transactions in commodity futures, which are ultimately settled net, with/without taking delivery, are recorded as 'Other revenues' under the Sugar segment.
- (iv) Revenue, Expenses, Assets and Liabilities, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocated".

u. Impairment of assets:

As at each balance sheet date, the carrying amount of assets is tested for impairment so as to determine,

- a. The provision for impairment loss, if any, required or
- b. The reversal, if any, required of impairment loss recognised in previous periods.

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount.

v. Classification of Assets and Liabilities as Current and Non-Current:

All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, 12 months has been considered by the Company for the purpose of current, non-current classification of assets and liabilities.

NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

	As at 31st March, 2016	As at 31st March, 2015
Note 2 : Share Capital		
a) Authorised		
25,000,000 Preference Shares of ₹ 10/- each	250.00	250.00
1,600,000,000 Equity Shares of ₹ 1/- each	1,600.00	1,600.00
	1,850.00	1,850.00
b) Issued, Subscribed and Paid up		
928,811,242 Equity Shares of ₹ 1/- each fully paid	928.81	928.81
	928.81	928.81

	As at 31st March, 2016	As at 31st March, 2015
c) Reconciliation of number of shares and Equity Shares outstanding :		
At the beginning of the year	928,811,242	671,319,650
Addition/deletion during the year	-	257,491,592
At the end of the year	928,811,242	928,811,242

d) The Company has only one class of equity shares . The company declares and pays dividend in Indian rupees . The holders of equity shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share .

e) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company , after distribution of all preferential dues . The distribution will be in proportion to the number of equity shares held by the shareholders .

f) Details of Shareholders holding more than 5% shares in the Equity Share Capital of the company:

	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares	% to Equity	No. of Shares	% to Equity
Wilmar Sugar Holdings Pte. Limited	257,492,467	27.72	257,492,467	27.72
Murkumbi Investments Private Limited	121,414,000	13.07	121,414,000	13.07
Khandepar Investments Private Limited	75,400,000	8.12	75,400,000	8.12

g) The Board at its meeting held on May 27, 2014, allotted 257,491,592 Equity Shares of face value of ₹ 1/- each, for a price of ₹ 20.08 per Equity Share, aggregating to ₹ 5,170.43 mn to M/s Wilmar Sugar Holdings Pte. Ltd. Consequently Wilmar Sugar Holdings Pte. Ltd, holds 27.72% of the enhanced equity share capital of the company, and paid-up Equity share capital of the company had increased from ₹ 671.32 mn to ₹ 928.81 mn for the Financial year ended 31st March 2015.

NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

	As at 31st March, 2016	As at 31st March, 2015
Note 3 : Reserves and Surplus		
a) Capital Reserve (Refer Note i below)		
i) Subsidy received towards Co-Generation As per last Balance Sheet	18.75	18.75
ii) Others As per last Balance Sheet	0.26	0.26
Closing Balance	19.01	19.01
b) Securities Premium		
As per last Balance Sheet	15,314.26	10,574.05
Addition during the year	-	4,740.21
Closing Balance	15,314.26	15,314.26
c) General Reserve (Refer Note ii below)		
As per last Balance Sheet	-	3,166.02
Less : Transferred to Statement of Profit and Loss	-	(3,166.02)
Closing Balance	-	-
d) Debenture Redemption Reserve (Refer Note iii below)		
As per last Balance Sheet	375.00	525.00
Less : Transfer from/(to) Statement of Profit and Loss	125.00	(150.00)
Closing Balance	500.00	375.00
e) Revaluation Reserve (Refer Note iv below)		
At the commencement of the year	-	-
Addition during the year	19,735.40	-
Closing Balance	19,735.40	-
f) Foreign Currency Monetary Item Translation Difference Account (Refer Note v below)		
As per last Balance Sheet	-	(47.87)
Add : Transfer to Statement of Profit and Loss	-	47.87
Closing Balance	-	-
g) Surplus / (Deficit) in the Statement of Profit and Loss		
Balance as per Last Financial Statement	(1,259.32)	(1,550.63)
Profit/(Loss) for the year	(2,852.81)	(2,950.88)
Add: Transferred from General Reserve	-	3,166.02
Less: Transitional Impact of change in useful life of assets (Net of deferred tax ₹ 38.02 mn) (Refer Note 32 (xx))	-	(73.83)
Less : Transfer from/(to) Debenture redemption reserve	(125.00)	150.00
Net Surplus in Statement of Profit and Loss	(4,237.12)	(1,259.32)
Total	31,331.55	14,448.95

- i) Capital Reserve consist of Subsidy received from Government of Karnataka for commissioning of Co-Generation plant located at Munoli Unit, for supply of excess power to the State grid.
- ii) General reserve is primarily created to comply with the requirements of section 123 of the Companies Act, 2013 . This is a free reserve and can be utilised for any general purpose like issue of bonus shares , payment of dividend , buy back of shares etc. Balance in General Reserve of ₹ 3166.02 Mn was transferred back to Surplus/(Deficit) in statement of profit and loss, due to accumulated losses during the financial year ended 31st March 2015.
- iii) Debenture Redemption Reserve is created to the extent of 25% of the Non convertible debentures (being privately placed) equally over the period of the debenture before maturity, as per Rule 18 (7) of the Companies (shares and debentures) Rules, 2014 and Section 71 of the Companies Act, 2013. During the year the company has created ₹ 125 Mn of debenture redemption reserve on outstanding amount of Non Convertible debentures.
- iv) Revaluation Reserve : Refer Note 1 of Note 12A
- v) Foreign Currency Monetary Item Translation Difference Account (FCMITDA) represents unamortised foreign currency fluctuation loss on External commercial borrowings of US \$20 Mn utilised for purchase of shares of overseas subsidiary. The company has exercised the option available in AS11 para 46A (which was inserted by Ministry of corporate affairs vide its notification dated 29th Dec, 2011).

NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

	As at 31st March, 2016	As at 31st March, 2015
NON-CURRENT LIABILITIES		
Note 4 : Long-Term Borrowings		
1) Secured:		
a) Non-Convertible Debentures		
(i) 1500 Redeemable Non-Convertible Debentures (11.70%) of ₹ 1,000,000 each	1,500.00	1,500.00
(ii) 1000 Redeemable Non-Convertible Debentures (11.30%) of ₹ 1,000,000 each	1,000.00	1,000.00
b) Term Loans		
From Banks and Financial Institutions	19,520.88	10,102.38
From others :		
From Sugar Development Fund (SDF)	980.43	1,141.75
Interest Accrued but not due	118.15	113.71
2) Unsecured:		
Deferred Purchase Tax	-	16.08
	23,119.46	13,873.92
Less: Current Maturity of Long-Term Borrowings transferred to Other Current Liabilities (Refer Note 10)	2,477.76	4,140.20
	20,641.70	9,733.72

Nature of Security

a) Non-Convertible Debentures:

- (i) 1500 Redeemable Non-Convertible Debentures (11.70%) of ₹ 1,000,000 each, secured by first pari-passu charge on movable and immovable assets of the company and are redeemable at par on April 02, 2017.
- (ii) 1000 Redeemable Non-Convertible Debentures (11.30%) of ₹ 1,000,000 each , secured by first pari-passu charge on movable and immovable assets of the company and are redeemable at par on Dec 24, 2017.

b) Term-Loans

Rupee Term Loan availed from Indian Renewable Energy Development Authority (IREDA) are secured by first and exclusive charge on the movable and immovable assets of the companies Co-Generation units located at Panchganga and Ajinkyatara.

Term loan from other banks and financial institutions are secured by first pari-passu charge on movable and immovable assets of the company.

From Others:

SDF Loans amounting to ₹ 667.61 Mn @ 4% p.a., are secured by exclusive second charge on movable and immovable assets of the company.

SDF Loans amounting to ₹ 312.82 Mn @ 7% p.a., are secured by pari-passu first charge on movable and immovable assets of the company.

Interest Accrued but not due represents interest on certain long-term borrowings, where the payment of interest has also been deferred for a period of time and is therefore considered to be in nature of borrowings and included as a part of secured loans under Long term borrowings.

NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

*All amounts in million Indian Rupees, unless otherwise stated.***Terms of Repayment**

Particulars		Amount o/s as on 31st March, 2016		Date of Maturity	Amt of Each Installment ₹ in Million
		Current	Non Current		
Non-Convertible Debentures:					
i)	Non-Convertible Debentures (₹ 1500 Mn)	-	1,500.00	April 2, 2017	1,500.00
ii)	Non-Convertible Debentures (₹ 1000 Mn)	-	1,000.00	December 24, 2017	1,000.00
Term-Loans from Banks/Financial Institutions:					
A) Rupee Term-Loans:					
i)	IDBI Bank Ltd.				
	Loan I *	300.00	-	October 1, 2016	125.00
	Loan II	-	4,853.50	March 28, 2027	497.48
ii)	EXIM Bank				
	Loan I	326.08	456.47	December 31, 2018	65.22
	Loan II	-	360.00	March 31, 2027	73.80
iii)	IREDA				
	Loan I	80.50	301.88	December 31, 2020	20.12
	Loan II	65.63	328.14	March 31, 2022	16.40
iv)	State Bank of India	750.00	750.00	June 30, 2018	150.00
v)	ICICI Bank Ltd				
	Loan I	173.25	1,377.75	June 13, 2020	49.50
	Loan II	35.80	680.20	September 29, 2022	143.20
	Loan III	-	970.00	March 22, 2024	194.00
vi)	Standard Chartered Bank	-	4,190.00	March 31, 2027	525.83
vii)	Kotak Mahindra	-	1,381.16	March 31, 2027	141.53
B) SEFASU Loan:					
	IDBI Bank Ltd	166.67	333.33	January 1, 2019	13.89
	Axis Bank Ltd	153.33	306.67	February 20, 2019	38.33
	State Bank of India	166.67	333.33	March 7, 2019	41.67
C) Soft Loan:					
	IDBI Bank Ltd.	-	426.50	March 31, 2027	43.72
	ICICI Bank Ltd	-	254.00	September 29, 2023	50.80
D) Term-Loan from Others-Sugar Development Fund :					
i)	Havalga Co-Generation	63.30	63.30	March 21, 2018	31.65
ii)	Athani Sugar	43.35	173.40	February 22, 2021	43.35
iii)	Athani Co-Generation	31.28	281.54	September 30, 2021	31.28
iv)	Havalga Sugar	53.42	213.67	February 22, 2021	53.41
v)	Munoli Sugar	57.17	-	March 31, 2017	57.17
E) Interest Accrued but not due on loans		11.31	106.86		
Total Long Term Borrowings:		2,477.76	20,641.70		

* Final Instalment ₹ 50 Mn

NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

	As at 31st March, 2016	As at 31st March, 2015
Note 5 : Deferred Tax Liabilities/(Deferred Tax Assets) (Net)		
Deferred Tax Liability		
Depreciation	4,196.95	4,124.74
Lease Rentals claimed on payment basis	90.14	104.42
Gross Deferred Tax Liability	4,287.09	4,229.16
Deferred Tax Asset		
Leave Encashment	18.64	18.41
Sugar Cane Purchase Tax	2.28	2.28
Unabsorbed Business Loss	6,560.91	5,043.34
Gross Deferred Tax Asset	6,581.83	5,064.03
Deferred Tax Liabilities/(Deferred Tax Assets) (Net)	(2,294.74)	(834.87)
Unabsorbed business losses have been recognised as deferred tax assets as there is virtual certainty that such deferred tax asset can be realised against future taxable profits in the forthcoming years.		
Note 6 : Other Long-Term Liabilities		
Purchase Tax Payable	351.52	415.82
Less: Payable within one year (transferred to other current liabilities, Refer Note No 10)	351.52	415.82
	-	-
Note 7: Long-Term Provisions		
Provision for Employee Benefits:		
Provision for Leave Encashment (Refer Note 32 (xv))	54.84	54.16
Less: Short-Term (transferred to short-term provisions, Refer Note No 11)	4.65	3.28
	50.19	50.88
CURRENT LIABILITIES		
Note 8 : Short-Term Borrowings		
Secured		
Working Capital from Banks:		
Rupee Borrowings	7,745.62	7,744.61
Foreign Currency Borrowings	4,314.65	13,774.50
Unsecured		
From Banks		
Working Capital Borrowings	-	253.62
	12,060.27	21,772.73
Nature of Security :		
Working Capital facilities from Banks are secured by hypothecation of stocks, books debts and other current assets and third charge on movable and immovable fixed assets of the company.		
Note 9: Trade Payables		
For Goods and Services *	25,753.21	18,219.36
Others	-	-
	25,753.21	18,219.36

* There is no principal amount and interest overdue to the Micro and Small Enterprises. During the year no interest has been paid to such parties. (This information have been determined to the extent such parties have been identified on the basis of information available with the company.

NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

	As at 31st March, 2016	As at 31st March, 2015
Note 10: Other Current Liabilities		
Current maturity of Long-Term Borrowings (Refer note 4)	2,477.76	4,140.20
Interest accrued but not due on Borrowings	279.64	310.23
Advance from Customers	1,374.08	610.95
Purchase Tax Payable (Refer Note 6)	351.52	415.82
Unclaimed Dividend	11.74	12.66
Salary Payable	86.28	50.02
Statutory Dues payable	57.72	64.29
Other Payables	238.62	432.40
	4,877.36	6,036.57
Note 11: Short Term Provisions		
Provision for Leave Encashment (Refer note 7)	4.65	3.28
	4.65	3.28

NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

FIXED ASSETS SCHEDULE

12A. Tangible Assets

PARTICULARS	1st April, 2015	Additions	Disposal/ Adjustment	Effects of Foreign Currency Exchange Difference	Revaluation of Assets	31st March, 2016
Gross Block						
Lease Hold Land	184.25	-	-	-	-	184.25
Free Hold Land	423.83	-	-	-	1,602.20	2,026.03
Buildings	5,513.73	8.53	7.04	-	2,724.80	8,240.02
Plant & Equipment	27,458.64	76.64	19.72	8.70	15,408.40	42,932.66
Furniture & Fixtures	301.67	5.93	9.40	-	-	298.20
Vehicles	105.75	4.06	16.61	-	-	93.20
Total	33,987.87	95.16	52.77	8.70	19,735.40	53,774.36
Previous Year	33,844.27	152.52	207.17	198.25	-	33,987.87
Accumulated Depreciation						
Lease Hold Land	3.86	2.19	-	-	-	6.05
Free Hold Land	-	-	-	-	-	-
Buildings	1,061.80	227.46	0.76	-	-	1,288.50
Plant & Equipment	7,116.78	1,160.92	9.66	-	-	8,268.04
Furniture & Fixtures	216.28	35.39	9.38	-	-	242.29
Vehicles	60.30	12.96	12.25	-	-	61.01
Total	8,459.02	1,438.92	32.05	-	-	9,865.89
Previous Year	6,948.48	1,624.18	113.64	-	-	8,459.02
Net Block						
Lease Hold Land	180.39					178.20
Free Hold Land	423.83					2,026.03
Buildings	4,451.93					6,951.52
Plant & Equipment	20,341.86					34,664.62
Furniture & Fixtures	85.39					55.91
Vehicles	45.45					32.19
Total	25,528.85					43,908.47
Previous Year	26,895.79					25,528.85
Capital Work-in-progress	266.96					294.23

Note-

- Note on revaluation of Fixed assets:- Fixed assets are shown at original cost of acquisition less accumulated depreciation. Fixed Assets have been revalued as on 31.03.2016, the surplus arising from the revaluation has been transferred to "Revaluation Reserves" and shown under the head "Reserves and Surplus". As the Fixed Assets were revalued on the last day of the Balance Sheet, no depreciation has been provided on revalued figures.

12B. Intangible Assets

PARTICULARS	1st April, 2015	Additions	Disposal/ Adjustment	Effects of Foreign Currency Exchange Difference	Revaluation of Assets	31st March, 2016
Gross Block						
Computer Software	107.37	0.26	-	-	-	107.63
Total	107.37	0.26	-	-	-	107.63
Previous Year	106.69	0.68	-	-	-	107.37
Accumulated Depreciation						
Computer Software	87.91	18.94	0.03	-	-	106.82
Total	87.91	18.94	0.03	-	-	106.82
Previous Year	44.10	43.81	-	-	-	87.91
Net Block						
Computer Software	19.46					0.80
Total	19.46					0.80
Previous Year	62.59					19.46

NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

	Currency	Face Value	Number of units	Year Ended 31st March, 2016	Number of units	Year Ended 31st March, 2015
Note 13: Non-Current Investments						
Trade Investments						
Investment in Equity Instruments						
In Subsidiary Companies:						
Un-Quoted:						
Renuka Commodities DMCC, Dubai	AED	10000	40	4.97	40	4.97
Parana Global Trading (FZE) (Refer note 2 below)	AED	15000	-	-	6	11.18
Shree Renuka Agri Ventures Ltd.	INR	10	250,000	2.50	250,000	2.50
KBK Chem-Engineering Pvt Ltd.	INR	100	169,143	547.92	169,143	547.92
Gokak Sugars Ltd.	INR	10	32,937,140	187.26	32,937,140	187.26
Monica Trading Pvt. Ltd	INR	10	10,000	171.52	10,000	171.52
Shree Renuka Global Ventures Ltd.	USD	1	395,674,975	18,245.25	395,259,975	18,219.00
Shree Renuka East Africa Agriventures PLC	Birr	180	9,999	5.19	9,999	5.19
Shree Renuka Tunaport Pvt. Ltd.	INR	10	10,000	0.10	10,000	0.10
Other Investments:						
Equity shares (Unquoted):						
National Commodity & Derivatives Exchange Ltd.(NCDEX)	INR	10	2,533,700	230.32	2,533,700	230.32
				19,395.03		19,379.96
Equity shares (Quoted):						
Ugar Sugar works Ltd. (Refer Note 1 below)*	INR	1	5,001,000	94.71	5,001,000	94.71
				94.71		94.71
				19,489.74		19,474.67

Notes

- Market value of the quoted investments 80.87 38.96
*(The Diminution in the value of Quoted Investments is temporary in nature, hence no provision has been considered.)
- Parana Global Trading (FZE) closed business on 6th July 2015.

NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

	As at 31st March, 2016	As at 31st March, 2015
NON-CURRENT ASSETS		
Note 14 : Long-Term Loans and Advances		
Unsecured & Considered good:		
Capital Advances	11.43	15.17
Advances to Subsidiary Companies	1,580.82	1,249.06
Deposits	1,643.12	1,659.31
Others:		
Export Incentives Receivable	197.43	202.70
MAT Credit Entitlement	528.90	528.90
Amount paid under protest to Government Authorities	452.27	438.09
Other Advances	15.16	43.41
	4,429.13	4,136.64

Note 15 : Other Non-Current Assets

Miscellaneous Expenditure to the extent not written off

Equity Shares Issues Expenses	1.76	2.64
Less: To be amortised within one year (transferred to other Current Assets- Refer Note 20)	0.88	0.88
	0.88	1.76

CURRENT ASSETS

Note 16: Inventories

Raw materials ,components and Material in transit *	7,877.24	1,665.61
Stores and spares	734.23	780.74
Intermediate products	298.80	253.41
Finished goods:		
Manufactured	10,199.38	11,453.59
Trading	242.79	369.58
	19,352.44	14,522.93

* Raw material and components includes transit stock of ₹ 5,980.76 Mn (Previous year ₹ Nil)

Note 17: Trade Receivables

Unsecured & Considered good:

Debts over six months*	320.13	265.55
Others	3,524.22	2,566.63
	3,844.35	2,832.18

* Trade Receivable (over six months) include ₹ 19.6 Mn (Previous year ₹ 19.6 Mn) due from Associate company, maximum outstanding ₹ 767.735 Mn (Previous year ₹ 718.60 Mn) during the year.

NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

	As at 31st March, 2016	As at 31st March, 2015
Note 18: Cash and Bank Balances		
Cash and Cash Equivalents:		
Cash on hand	0.91	1.73
Balances with banks:		
In current accounts	178.32	210.47
	179.23	212.20
Other Bank Balances:		
Earmarked balances		
Unpaid dividend accounts	11.74	12.66
Fixed Deposit pledged with bank/Deposited with Government Authorities	21.92	689.35
	33.66	702.01
	212.89	914.21

Balances with banks in deposit accounts include amounts that have been provided as margin money or those that have been pledged with government authorities towards guarantees, etc.

Note 19 : Short-Term Loans and Advances**Unsecured and considered good:**

Loans and Advances to related parties:		
Advances to Subsidiary Companies	235.44	726.68
Advance to Associate Companies	38.68	150.04
Others:		
Export Incentives Receivable	8.50	4.50
Interest Accrued	1.07	67.80
Interest Receivable from Govt. of India	33.49	127.94
Prepaid Expenses	58.28	158.48
Deposits	124.96	124.96
Balances with Customs, Excise, etc.	440.28	677.06
Income Tax Refund Due (Net)	343.89	301.82
Other Advances*	534.60	321.61
	1,819.19	2,660.89

* Other Advances include ₹ Nil (Previous year ₹ 0.70 Mn) due from an officer of the company, maximum outstanding ₹ Nil (Previous year ₹ 1.30 Mn) during the year.

Note 20 : Other Current Assets**Miscellaneous Expenditure to be amortised within one year:**

Equity Shares Issue Expenses (Refer Note-15)	0.88	0.88
	0.88	0.88

NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

	Year Ended 31st March, 2016	Year Ended 31st March, 2015
Note 21 : Revenue from Operations		
Sale of Products (Gross)		
Sale of Manufactured Sugar	39,527.76	41,921.23
Sale of Traded Sugar and Ethanol	12,451.45	10,314.43
Sale of Power	1,932.12	1,887.00
Sale of Ethanol and Allied Products	5,481.21	3,736.04
Sale of By-products and Others	257.47	382.35
	59,650.01	58,241.05
Less : Excise Duty	1,029.49	799.10
	58,620.52	57,441.95

Note 22 : Other Income		
Dividend on Investments	3.80	3.80
Profit on Sale of Investments	-	0.53
Profit on Sale of Assets	1.98	1.29
Income from professional Services	12.22	22.79
Others	2.76	10.44
	20.76	38.85

Note 23 : Cost of Materials Consumed		
Sugar-Cane	13,496.51	13,532.91
Raw-Sugar	22,079.19	27,541.16
Bagasse	247.37	262.87
Coal	1,589.55	1,538.13
Molasses	1,595.42	865.78
Denatured Alcohol	344.46	174.00
Rectified Spirit	35.31	0.08
MG Alcohol	32.99	41.11
Others	9.92	8.25
	39,430.72	43,964.29

Note 24: Cost of Traded Goods		
Raw-Sugar	10,433.31	9,329.75
White Sugar	1,377.52	884.95
Distillery Products	-	1.46
Molasses	-	28.65
Coal	19.06	55.22
	11,829.89	10,300.03

Note 25 : Changes in Inventory of Finished Goods, Work-in-progress & Stock-in-trade		
Opening Stock	11,707.00	8,293.31
Less: Closing Stock	10,498.18	11,707.00
Net (Increase)/Decrease in stock	1,208.82	(3,413.69)

NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

	Year Ended 31st March, 2016	Year Ended 31st March, 2015
Note 26: Employee Benefit Expenses		
Salaries, Wages and Bonus	1,033.51	1,166.03
Contribution to Provident Fund, Gratuity Fund and Other Employee Benefits	75.38	71.15
Staff Welfare Expenses	36.94	38.65
	1,145.83	1,275.83
Note 27: Finance Costs		
Interest:		
On Term Loans	1,094.32	1,267.43
On Working Capital	1,674.32	1,284.44
On Debentures	289.29	338.30
Others:		
Bank and Other Borrowing Costs	252.20	471.53
	3,310.13	3,361.70
Note 28: Depreciation and Amortisation Expenses		
Depreciation and amortisation of Tangible assets*	1,438.92	1,536.86
Depreciation and amortisation of intangible assets*	18.94	19.27
	1,457.86	1,556.13
* Refer note no.12A and 12B		
Note 29: Foreign Exchange Loss/(Gain)		
Foreign Exchange Loss/(Gain)	977.02	1,342.01
	977.02	1,342.01
Note 30 : Other Expenses		
A. Manufacturing Expenses		
Consumption of Stores and Spares	281.54	392.36
Consumption of Chemicals, Consumables, Oil and Lubricants	552.80	364.33
Sugar House Loading, Un-loading and Handling charges	181.98	187.90
Packing Materials	638.94	796.69
Power and Fuel	98.70	172.52
Lease Rentals	125.53	125.32
Repairs and Maintenance:		
Plant and Machinery	112.85	133.20
Buildings	1.84	8.14
Other Manufacturing Expenses	129.74	107.77
A	2,123.92	2,288.23
B. Administrative expenses		
Rent, Rates and Taxes	82.06	116.52
Insurance	43.84	50.58
Travelling and Conveyance	31.84	40.30
Printing and Stationery	6.05	7.13
Communication Expenses	16.89	18.04
Legal and Professional Fees	154.37	88.94
Directors' Sitting Fees	3.86	1.28
Auditor's Remuneration	6.81	6.95
Safety and Security Expenses	50.09	53.05
Donations and Contributions	2.46	1.28
Loss on Sale of Fixed Assets	4.99	7.22
Loss on Sale of Long-Term Investments	10.03	-

NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

	Year Ended 31st March, 2016	Year Ended 31st March, 2015
Books, Periodicals, Subscription and Membership Expenses	8.74	13.80
Research and Development	-	8.59
Repairs and Maintenance - Others	49.96	52.70
Others	15.73	19.58
B	487.73	485.96
C. Selling and Distribution Expenses		
Freight and Forwarding Charges	852.24	660.53
Advertisement and Sales Promotion	22.47	37.25
Brokerage and Discounts	30.82	23.36
Commission and Market Development Expenses	75.62	44.05
C	981.15	765.19
D. Miscellaneous Expenditure Written Off		
Pre-Operative Expenses	-	10.41
Goodwill On Amalgamation	-	1.67
Expenses on increase of authorised share capital	0.88	0.88
D	0.88	12.96
Total (A + B+C+D)	3,593.68	3,552.34

Note 31: Earnings per Share

The calculation of Earnings per share (basic and diluted) are based on the Earnings and number of shares as computed below.

Reconciliation of earnings

Profit/(Loss) for the period ended 31st Mar 2016	(2,852.81)	(2,950.88)
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Net profit attributable to equity shareholders	(2,852.81)	(2,950.88)
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Reconciliation of number of shares	Shares	Shares
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Shares outstanding at the beginning of the year	928,811,242	671,319,650
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Shares outstanding at the end of the year	928,811,242	928,811,242
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Weighted average number of equity shares	928,811,242	889,305,683
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Basic and Diluted Earnings Per Share (in ₹)	(3.07)	(3.32)
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[Nominal value of shares ₹ 1/- each]

Note 32. Other Notes to the Financial Statements:

i. Excise Duty on Finished Goods

Excise duty is generally provided on manufacture of goods, which are not exempt from the payment of duty. However, since the Company's finished goods are not segregated at the time of production into those for sale in domestic markets and those for sale in export markets, the Company is unable to determine the exact liability towards excise duty on finished goods. Accordingly, excise duty is provided/ paid only at the time of clearance of the goods from the factory.

ii. Leases Payable

The Company has entered into various operating leases for office, residential and factory premises. These are generally short-term leases and cancellable by serving adequate notice. The minimum amount of lease rentals payable on non-cancelable leases is as follows:

S. No.	Lease Payable	As at 31st March, 2016	As at 31st March, 2015
A	Within a period of one year	124.96	124.96
B	One year to five years	499.82	499.82
C	five years and above	1,440.13	1,565.08
D	Lease rent charged to statement of profit and loss	125.53	125.32

NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

*All amounts in million Indian Rupees, unless otherwise stated.***iii. Leases Receivable**

The Company has entered into various operating leases for office, residential and factory premises. These are generally short-term leases and cancellable by serving adequate notice. The minimum amount of lease rentals receivable on non-cancelable leases is as follows:

S. No	Leases Receivable	As at 31st March, 2016	As at 31st March, 2015
A	Within a period of one year	Nil	Nil
B	One year to five years	Nil	Nil
C	five years and above	Nil	Nil
D	Lease rent credited to statement of profit and loss	Nil	8.16

iv. Outstanding Commitments

As at 31st March, 2016, the Company had the following outstanding commitments:

S. No	Outstanding Commitments	As at 31st March, 2016	As at 31st March, 2015
A	Bank Guarantee	5,260.21	5,012.00
B	Corporate Guarantee	16,831.23	16,238.64
C	Estimated amount of contract pending for execution	55.07	32.70

v. Contingent Liabilities

Liabilities classified and considered contingent due to contested claims and legal disputes	As at 31st March, 2016	As at 31st March, 2015
Income Tax Demands	133.77	101.29
Excise and Service Tax Demands	502.63	496.70
Sales Tax/VAT Demands	85.51	12.99
Customs Demand	465.12	465.12
Total	1,187.03	1,076.10

- vi. Balances appearing under the head trade payables, trade receivables, loans and advances are subject to confirmation, adjustments, if any, on the receipt/reconciliation of such accounts.
- vii. In terms of accounting standard AS 28 on impairment of assets, there was no impairment indicators exist as of reporting date as per the internal management estimates done and hence no impairment charge is recognised during the year under review.

viii. Value of Direct Imports (CIF Value)

	Year Ended 31st March, 2016	Year Ended 31st March, 2015
A Raw Materials	10,368.26	14,625.15
B Cost of traded goods	10,603.95	10,056.33
C Components, stores and spares	124.90	129.60
D Capital Goods	Nil	Nil
Total	21,097.11	24,811.09

NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

ix. Consumption of Raw Material, Stores and Spares

Particulars	Year Ended 31st March, 2016		Year Ended 31st March, 2015	
	₹ in million	% of total consumption	₹ in million	% of total consumption
Raw material				
Imported*	22,054.77	55.93%	25,600.50	58%
Domestic	17,375.95	44.07%	18,363.79	42%
Total	39,430.72	100.00%	43,964.29	100%
Stores & Spares				
Imported	104.69	13%	124.63	16%
Domestic	729.66	87%	632.06	84%
Total	834.34	100%	756.69	100%

* Includes imported material purchased on high seas and payment made in Rupees

x. Expenditure in Foreign Currency

	Year Ended 31st March, 2016	Year Ended 31st March, 2015
A Interest	203.16	587.02
B Travelling expenses	8.42	8.28
C Others	14.92	8.61
Total	226.50	603.91

xi. Dividends remitted in Foreign Currency

	Year Ended 31st March, 2016	Year Ended 31st March, 2015
Dividends remitted in Foreign Currency	Nil	Nil

xii. Earnings in Foreign Currency

	Year Ended 31st March, 2016	Year Ended 31st March, 2015
A FOB Value of Exports	35,446.97	36,054.76
B Sale of Services	12.22	22.78
Total :	35,459.19	36,077.54

xiii. Auditors Remuneration

	Year Ended 31st March, 2016	Year Ended 31st March, 2015
A Audit Fee	4.80	4.80
B Certification charges	0.80	0.80
C Tax audit services	0.80	0.80
D Reimbursement of expenses	0.41	0.55

- xiv. In accordance with Companies (Accounting Standards) Amendment Rules 2009 as amended by Companies (Accounting Standards) (Second Amendment) Rules 2011 as per AS-11, the Company exercised the option of adjusting exchange differences arising on long term foreign currency monetary items related to acquisition of depreciable capital assets in the cost of assets to be depreciated over the balance life of the assets and other long term monetary item in the "Foreign Currency Monetary Item Translation Difference Account" to be amortised over the period of loan.

NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

*All amounts in million Indian Rupees, unless otherwise stated.***xv. Defined Benefit plans**

S. No	Particulars	Gratuity Benefits		Compensated Absences	
		31st March, 2016	31st March, 2015	31st March, 2016	31st March, 2015
1	Components of Employer Expenses				
	Current Service cost	10.41	9.29	4.86	14.67
	Interest Cost	5.44	4.70	3.44	2.66
	Expected return on plan assets	(6.72)	(6.53)	0.00	0.00
	Actuarial Losses /(Gain)	(0.13)	9.64	3.24	13.73
	Total Expenses recognised in P&L	9.00	17.10	11.53	31.06
2	Actual Contribution and benefits paid during the year				
	Actual Benefits paid	12.53	5.18	8.77	12.20
	Actual Contribution	8.97	2.83	0.00	0.00
3	Net Assets/(Liability) recognised in the balance sheet as on 31.03.2016				
	Present Value of Defined Benefit Obligation (DBO)	(75.32)	(72.66)	(44.65)	(54.16)
	Fair Value of Plan Asset	80.52	77.87	0.00	0.00
	Net Assets/(Liability) recognised in the balance sheet	5.20	5.21	(11.98)	(54.16)
4	Change in DBO during the year ended 31st March 2016				
	Present value of DBO at beginning of the year	72.66	54.26	42.18	35.30
	Current Service Cost	10.41	9.29	4.86	14.67
	Interest Cost	5.44	4.70	3.15	2.66
	Actuarial Losses/(Gains)	(0.64)	9.58	3.24	13.73
	Benefit paid	(12.53)	(5.18)	(8.77)	(12.20)
	Present value of DBO at end of the year	75.34	72.65	44.65	54.16
5	Change in Fair Value of Assets during the year ended 31.03.2016				
	Plan Assets at beginning of the year	77.87	73.74	0.00	0.00
	Actual return on plan Assets	6.72	6.53	0.00	0.00
	Actual Company contribution	8.97	2.83	0.00	0.00
	Actuarial (Losses)/Gains	(0.51)	(0.06)	0.00	0.00
	Benefits paid	(12.53)	(5.17)	0.00	0.00
	Plan Assets at end of the year	80.52	77.87	0.00	0.00
6	Experience Adjustments				
	Experience Adjustments on Plan Liabilities	0.13	(0.49)	(0.46)	8.08
	Actuarial Loss/(Gain) due to change in assumptions	(0.78)	10.08	3.70	5.65
	Experience Adjustments on Plan Assets	0.51	0.06	0.00	0.00
	Net Actuarial Loss/ (Gain) for the year	(0.13)	9.65	3.24	13.73
7	Actuarial Assumptions				
	Discount Rate	7.70%	7.70%	7.70%	7.70%
	Expected Return on Plan Assets	8.25%	8.25%	NA	NA
	Salary Escalation	5.00%	5.00%	5.00%	5.00%

NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

xvi. Primary Segment Reporting for the period ended 31st March, 2016

All amounts in million Indian Rupees, unless otherwise stated.

Particulars	SUGAR		TRADING		CO-GENERATION		ETHANOL		OTHER		ELIMINATIONS		TOTAL	
	Year Ended 31.03.2016	Year Ended 31.03.2015	Year Ended 31.03.2016	Year Ended 31.03.2015	Year Ended 31.03.2016	Year Ended 31.03.2015	Year Ended 31.03.2016	Year Ended 31.03.2015	Year Ended 31.03.2016	Year Ended 31.03.2015	Year Ended 31.03.2016	Year Ended 31.03.2015	Year Ended 31.03.2016	Year Ended 31.03.2015
REVENUE														
External sales	39,138.90	41,766.54	12,451.45	10,314.34	1,933.10	1,887.72	5,034.81	3,412.08	62.25	61.27	-	-	58,620.52	57,441.95
Inter-segment sales	2,900.42	2,483.44	-	-	2,895.88	2,899.01	-	-	-	-	(5,796.30)	(5,382.45)	-	-
Total Revenue	42,039.32	44,249.98	12,451.45	10,314.34	4,828.98	4,786.73	5,034.81	3,412.08	62.25	61.27	(5,796.30)	(5,382.45)	58,620.52	57,441.95
Results	(1,193.14)	(439.86)	3.31	(4.73)	526.45	433.39	1,285.31	869.41	9.70	18.77	-	-	631.63	876.98
Unallocated corporate expenses													677.93	669.96
Operating profit													(46.30)	207.02
Financial expenses													3,310.13	3,361.71
Other income													20.77	38.85
Profit from ordinary activities													(3,335.67)	(3,115.84)
Exceptional items													(977.02)	(1,342.01)
Net Profit													(4,312.69)	(4,457.83)
OTHER INFORMATION														
Segment assets	40,551.78	32,874.06	911.87	373.33	14,088.17	8,254.81	7,568.98	4,526.02	928.90	168.21	-	-	64,049.69	46,196.43
Unallocated corporate assets													31,598.05	24,997.87
Total Assets	40,551.78	32,874.06	911.87	373.33	14,088.17	8,254.81	7,568.98	4,526.02	928.90	168.21	-	-	95,647.74	71,194.30
Segment liabilities	27,302.43	19,169.24	392.06	7.06	72.85	327.13	116.55	111.40	3.56	7.37	-	-	27,887.44	19,622.20
Unallocated corporate liabilities													35,499.94	36,194.34
Total Liabilities	27,302.43	19,169.24	392.06	7.06	72.85	327.13	116.55	111.40	3.56	7.37	-	-	63,387.38	55,816.54
Capital expenditure	62.47	55.56	-	-	31.67	91.97	5.89	2.08	0.32	2.06	-	-	100.35	151.67
Unallocated corporate capital expenditure													22.34	24.78
Total Capital Expenditure	62.47	55.56	-	-	31.67	91.97	5.89	2.08	0.32	2.06	-	-	122.69	176.45
Depreciation	924.68	942.13	-	-	375.71	450.76	114.07	114.81	6.16	6.06	-	-	1,420.62	1,513.76
Unallocated corporate depreciation													37.24	42.38
Total Depreciation	924.68	942.13	-	-	375.71	450.76	114.07	114.81	6.16	6.06	-	-	1,457.86	1,556.14

NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

*All amounts in million Indian Rupees, unless otherwise stated.***Primary Segment Information (by business segments)****Composition of business segment**

Segment

(a) Sugar	White Sugar, Molasses, Baggasse
(b) Trading	Trading of White and Raw Sugar, Coal, Molasses, MG Alcohol
(c) Co-Generation	Electricity, Steam, Coal ash, Baggasse ash
(d) Ethanol	De-natured Ethanol, Rectified Spirit, De-natured Spirit, Extra-nature Alcohol, Ethanol,
(e) Other	Bio-Compost, Press Mud.

Secondary Segment Information:

	2015-16	2014-15
Segment Revenue		
- Within India	23,083.14	21,387.19
- Outside India	35,537.38	36,054.76
Total Revenue	58,620.52	57,441.95
Segment Assets		
- Within India	74,969.42	52,103.38
- Outside India	20,678.32	19,090.92
Total Assets	95,647.74	71,194.30
Segment Liabilities		
- Within India	56,483.23	38,904.20
- Outside India	6,904.15	16,912.34
Total Liabilities	63,387.38	55,816.54
Capital Expenditure		
- Within India	122.69	176.45
- Outside India	-	-
Total Capital Expenditure	122.69	176.45
Depreciation		
- Within India	1,457.86	1,556.14
- Outside India	-	-
Total Depreciation	1,457.86	1,556.14

Notes :

1. Revenue within India and Outside India are bifurcated based on sales to customers situated in India and Outside India.
2. Segment Assets Investments, Loans and Advances, Trade Receivables and Other assets bifurcated based on situated within India and Outside India.
3. Segment Liabilities, Borrowings, Trade Payables and Other Liabilities bifurcated based on situated within India and Outside India.

NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

xvii. Related Party Disclosures

Related parties

(a) Subsidiary Companies

- i. Renuka Commodities DMCC, Dubai (UAE)
- ii. Parana Global Trading (FZE), Sharjah (UAE) (Operation closed on 06th July 2015)
- iii. Shree Renuka Agri Ventures Limited
- iv. KBK Chem-Engineering Private Limited
- v. Gokak Sugars Limited
- vi. Shree Renuka Global Ventures Limited, Mauritius
- vii. Lanka Sugar Refinery Company (Private) Limited, Srilanka.
- viii. Monica Trading Private Limited
- ix. Shree Renuka East Africa Agriventures PLC, Ethiopia.
- x. Shree Renuka Tunaport Private Limited
- xi. Shree Renuka International PTE, Singapore

(b) Associate Companies

- i. Khandepar Investments Private Limited
- ii. Vantamuri Trading and Investments Limited
- iii. Murkumbi Investments Private Limited
- iv. Renuka Energy Resource Holdings (FZE), Sharjah
- v. Damodar Resource Holdings (FZE), Sharjah
- vi. Ravindra Energy Limited
- vii. Agri Venture Trading and Investment Private Limited
- viii. Adani Wilmar Limited
- ix. Wilmar Sugar Pte Limited
- x. Great Wall - Wilmar Holding Limited

(c) Key Managerial Personnel

- i. Mrs. Vidya Murkumbi – Executive Chairperson
- ii. Mr. Narendra Murkumbi – Vice Chairman and Managing Director
- iii. Mr. Vijendra Singh – President and Whole Time Director
- iv. Mr. K. K. Kumbhat- Chief Financial Officer
- v. Mr. D.V. Iyer- Company Secretary and Compliance Officer. (Till 18th July 2015)
- vi. Mr. Naveen Manghani- Company Secretary and Compliance Officer. (From 14th August 2015)

		Year Ended 31st March, 2016	Year Ended 31st March, 2015
(a) Transactions with Subsidiary Companies			
i) Renuka Commodities DMCC, Dubai			
1 Nature of transaction	Advances Paid		Advances Paid
Volume of transactions during the period	21.06		(77.05)
Interest Income on advances	18.28		29.70
Advance for purchase/(refund) of Raw Sugar	99.13		75.81
Outstanding as at the end of the period	223.48		85.01
2 Nature of transaction	Investment		Investment
Volume of transactions during the period	-		-
Outstanding as at the end of the period	4.97		4.97
ii) Parana Global Trading (FZE)			
1 Nature of transaction	Investment		Investment
Volume of transactions during the period	(11.18)		-
Investment in subsidiary	-		11.18

NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

		Year Ended 31st March, 2016	Year Ended 31st March, 2015
iii) Shree Renuka Agri Ventures Ltd			
1 Nature of transaction	Purchase/Sale		Purchase/Sale
Advance for Purchases and Others	17.33		2,474.44
Purchase of Raw Sugar	-		(2,498.53)
Rent	-		8.26
Interest Income on advances	17.34		13.98
Outstanding as at the end of the period	180.34		145.68
2 Nature of transaction	Investment		Investment
Volume of transactions during the period	-		-
Investment in subsidiary	2.50		2.50
iv) KBK Chem Engineering Pvt. Ltd			
1 Nature of transaction	Advance paid		Advance paid
Volume of transactions during the period	11.97		107.31
Interest Income on advances	110.49		95.36
Outstanding as at the end of the period	1098.33		975.87
2 Nature of transaction	Purchase and sale		Purchase and sale
Purchase of Plant & machinery	25.00		(24.19)
Advance for purchase	20.99		25.42
Outstanding as at the end of the period	(3.01)		1.00
3 Nature of transaction	Investment		Investment
Volume of transactions during the period	-		-
Investment in subsidiary	547.92		547.92
v) Gokak Sugars Ltd.			
1 Nature of transaction	Investment		Investment
Volume of transactions during the period	-		-
Investment in subsidiary	187.26		187.26
2 Nature of transaction	Advances Paid		Advances Paid
Advance paid/(refunded) during the period	74.15		568.28
Interest Income on advances	42.48		50.70
3 Nature of transaction	Purchase and sales		Purchase and sales
Purchases of Byproducts of Sugar	(270.68)		(176.40)
Purchase of Sugar	(403.00)		-
Purchase of Stores and Spares	(1.78)		(0.60)
Sales and others	9.86		4.33
Sale of Services	66.11		48.49
Outstanding as at the end of the period	11.95		494.80
vi) Shree Renuka Global Ventures Ltd, Mauritius			
1 Nature of transaction	Investment		Investment
Volume of transactions during the period	26.25		-
Investment in subsidiary	18,245.25		18,219.00
vii) Monica Trading Pvt. Ltd.			
1 Nature of transaction	Investment		Investment
Volume of transactions during the period	-		-
Investment in subsidiary	171.52		171.52
2 Nature of transaction	Inter Corporate Deposit		Inter Corporate Deposit
Volume of transactions during the period	1.68		(5.60)
Interest Income on advances	29.99		27.29
Outstanding as at the end of the period	298.60		266.92

NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

		Year Ended 31st March, 2016	Year Ended 31st March, 2015
3 Nature of transaction	Advances Refund		Advances Refund
Volume of transactions during the period	(3.00)		-
Outstanding as at the end of the period	(3.00)		-
4 Nature of transaction	Rent Payable		Rent Payable
Volume of transactions during the period	3.90		11.98
Outstanding as at the end of the period	-		-
viii) Shree Renuka East Africa Agriventures PLC			
1 Nature of transaction	Investment		Investment
Volume of transactions during the period	-		-
Investment in subsidiary	5.19		5.19
2 Nature of transaction	Advances Paid		Advances Paid
Volume of transactions during the period	-		-
Outstanding as at the end of the period	0.04		0.04
ix) Lanka Sugar Refinery Company (Private) Limited, Srilanka			
1 Nature of transaction	Advances Paid		Advances Paid
Volume of transactions during the period	-		-
Outstanding as at the end of the period	1.19		1.19
x) Shree Renuka Tunaport Private Limited			
1 Nature of transaction	Investment		Investment
Volume of transactions during the period	-		-
Investment in subsidiary	0.10		0.10
2 Nature of transaction	Advances Paid		Advances Paid
Volume of transactions during the period	0.01		0.17
Interest Income on advances	0.71		0.62
Outstanding as at the end of the period	7.01		6.22
xi) Shree Renuka International PTE, Singapore			
1 Nature of transaction	Advances Paid		Advances Paid
Volume of transactions during the period	-		(0.25)
Outstanding as at the end of the period	-		-
B) Transactions with Associate Companies			
i) Renuka Energy Resource Holding (FZE)			
1 Nature of transaction	Purchases		Purchases
Advance paid	0.01		0.01
Purchase of Coal	-		-
Outstanding as at the end of the period	0.18		0.17
ii) Ravindra Energy Limited			
1 Nature of transaction	Purchases		Purchases
Advance paid	552.70		0.06
Purchase of Coal	(325.46)		-
Interest Income on advances	2.63		19.60
Outstanding as at the end of the period	997.61		19.60
	Sales		Sales
Sale of Sugar and Others	748.14		718.61
Receipt against Sale	-		(699.00)
iii) Vantamuri Trading And Investments Limited			
1 Nature of transaction	Purchases		Purchases
Advance for purchases	(155.35)		(4.42)
Purchase of Coal	(22.70)		-
Interest Income on advances	5.32		16.93
Outstanding as at the end of the period	(22.70)		150.04

NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

		Year Ended 31st March, 2016	Year Ended 31st March, 2015
iv) Adani Wilmar Limited			
1 Nature of transaction	Purchases		Purchases
Advance for purchases	566.80		47.84
Purchases	(5,733.55)		(8,503.82)
Payment against Purchases	3,593.33		6,182.63
	Sales		Sales
Sale of Sugar	-		5.15
Receipts against sale of Sugar	-		(5.15)
Rent	0.02		0.10
Outstanding as at the end of the period	(3,803.59)		(2,230.19)
v) Wilmar Sugar Pte Limited			
1 Nature of transaction	Purchases		Purchases
Advance for purchases	4,522.39		5,174.41
Purchase of Raw Sugar	(2,129.29)		(9,615.72)
Payment against Purchases	2,183.15		-
	Sales		Sales
Sale of Sugar	1,832.51		1,119.68
Receipts against sale of Sugar	(2,806.81)		(1,103.64)
Outstanding as at the end of the period	(812.88)		(4,414.83)
vi) Great Wall - Wilmar Holdings Limited			
1 Nature of transaction	Sales		Sales
Sale of Services	-		0.17
Outstanding as at the end of the period	-		-
vii) Wilmar Sugar Holding Pte. Ltd.			
1 Nature of transaction	Equity Contribution		Equity Contribution
Volume of transaction	5,170.43		5,170.43
viii) Renuka Vale Do IVAI S/A			
1 Nature of transaction	Purchases & Sales		Purchases & Sales
Advance for purchases	92.61		-
Outstanding as at the end of the period	92.61		-
ix) Renuka Energy Resource Holdings (FZE), Singapore			
1 Nature of transaction	Purchases & Sales		Purchases & Sales
Advance for purchases	110.50		-
Purchases for Coal	(110.51)		-
Outstanding as at the end of the period	(0.00)		-
C (a) Transactions with Key Management Personnel (Directors)			
Particulars	Amount		Amount
Remuneration including contributions to PF	37.69		47.30
Outstanding remuneration payable	1.92		-
Nature of transaction	Rent Paid		Rent Paid
Volume of transactions during the year	3.96		3.78
Outstanding as at the end of the year	-		-
	Loans/Advances		Loans/Advances
Loans/Advances given during the year	1.38		2.50
(Repayment of Loans)/Advances during the year	(3.67)		(0.21)
Outstanding as at the end of the year	-		2.29

NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

	Year Ended 31st March, 2016	Year Ended 31st March, 2015
(b) Transactions with Key Management Personnel (Others)		
Particulars	Amount	Amount
Remuneration including contributions to PF	21.66	20.98
	Loans /Advances	Loans /Advances
Loans/Advances given during the year	3.00	1.45
(Repayment of Loans)/Advances during the year	(3.70)	(5.05)
Outstanding as at the end of the year	-	0.70

xviii. Disclosure under clause 32 of the Listing Agreement:

Loan given to Subsidiary :

Name of the company	Amount Outstanding as on		Maximum amount outstanding any time during the year ended	
	31st March, 2016	31st March, 2015	31st March, 2016	31st March, 2015
Renuka Commodities DMCC, Dubai	223.48	85.01	223.48	527.10
Shree Renuka Agri Ventures Ltd	180.34	145.68	180.34	151.50
KBK Chem Engineering Pvt. Ltd	1,098.33	975.87	1,098.33	975.87
Gokak Sugars Ltd.	11.97	494.80	919.84	884.94
Shree Renuka Global Ventures Ltd, Mauritius	26.25	-	26.25	-
Shree Renuka East Africa Agriventures PLC	0.04	0.04	0.04	0.04
Monica Trading Pvt Limited	293.92	266.92	293.92	266.92
Shree Renuka Tunaport Private Limited	7.01	6.22	7.01	6.22

xix. Derivative instruments and Unhedged foreign currency exposure

(a) Category wise nominal value of derivatives instruments outstanding is as under:

• For Hedging currency and interest rate risks:

Sr No.	Particulars	31st March, 2016	31st March, 2015
1	Forwards	536	11,623
2	Currency Swaps	-	1,480
3	Currency Options	(662)	(3,125)
4	Interest Rate Swaps	-	1,978
TOTAL		(126)	11,956

(b) Unhedged foreign currency exposures is as under:

Particulars	31st March, 2016	31st March, 2015
Payables	7,240	9,164
Receivables	2,156	3,223

xx. During the year ended 31st March 2015, the Company has revised the useful lives of certain fixed assets as per useful life specified in schedule II of the Companies Act, 2013. Accordingly, the carrying value of fixed assets as on 1st April, 2014, has been depreciated over the revised remaining useful lives. As a result of this change, the net depreciation charge for the year ended 31st March 2015 is lower by ₹ 136.38 mn. Further, an amount of ₹ 73.83 mn (Net of deferred tax of ₹ 38.02 mn) representing the carrying value of assets, whose remaining useful life is Nil, as at 1st April, 2014, has been charged to the opening balance of retained earnings as per the transitional provision prescribed in note 7(b) of Schedule II of the Companies Act, 2013.

NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

xxi. For the payment of managerial remuneration to Mrs. Vidya Murkumbi and Mr Vijendra Singh, Whole time directors of the Company for Financial Year 2014-15, the company has obtained the share holder's approval by way of special resolution, and permission of the Central government is pending.

xxii. The Company has made an investment in its subsidiary company Shree Renuka Global Ventures Ltd., Mauritius. This investment is stated at its carrying amount of ₹ 18,245.25 Mn., made by this subsidiary company in the step down subsidiary company Shree Renuka do Brasil Participacoes Ltda. , (SRDBPL). SRDBPL together with all its subsidiaries have filed for Protection on 28th September 2015 under Judicial Recovery (Law 11.101/2005-Recuperacao Judicial) in the designated court in the capital of the State of Sao Paulo, Brazil. SRDBPL along with its subsidiaries has filed the proposal for Reorganization Plan before the designated court. Impairment in the value of investments, if any, will be considered after the receipt of the Judgement of the court.

xxiii. Details of Loan Given, Investments made and Guarantee Given Covered U/S 186 (4) of the Companies Act, 2013

- Loans given to Subsidiaries for business purpose and disclosed in Note 32 (xviii).
- Investments made are disclosed in Note 13
- Corporate Guarantees given by the company in respect of loans as at 31st March 2016

Sr No	Name of the Company	As at 31st March, 2016	As at 31st March, 2015	Purpose of Guarantees Given
1	Gokak Sugars Limited	552.59	662.46	Loan from Banks and Financial Institution
2	KBK Chem-Engineering Pvt. Ltd.	171.16	261.59	Loan from Banks and Financial Institution
3	Renuka Commodities DMCC	15,080.72	14,199.10	Loan from Banks and Financial Institution
4	Renuka Vale Do Ivai S/A	1,026.76	1,115.49	Loan from Banks and Financial Institution

xxiv. Previous year's figures have been regrouped /rearranged wherever necessary to conform to the current year grouping.

To be read with our report of even date
For Ashok Kumar, Prabhashankar & Co.,
Chartered Accountants
Firm Regn.No : 0049825

For and on behalf of the Board

K. N. Prabhashankar
Partner
Membership No.19575

Vidya M. Murkumbi
Executive Chairperson
DIN: 00007588

Narendra M. Murkumbi
Vice-Chairman & Managing Director
DIN: 00009164

Place: Mumbai
Date : May 30, 2016

K. K. Kumbhat
Chief Financial Officer

Naveen Manghani
Company Secretary
ACS No.: 20720

INDEPENDENT AUDITORS' REPORT

To the Members of
SHREE RENUKA SUGARS LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of SHREE RENUKA SUGARS LIMITED (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31st March, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account

the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2016, and their consolidated loss and their consolidated cash flows for the year ended on that date.

Emphasis of Matter

- 1) We draw attention to Note 5 to the Consolidated financial statements in respect of the provision of Deferred Tax Asset on unabsorbed business losses wherein the Group represents that there is virtual certainty of future taxable profits that will be available for setting off Unabsorbed Business Losses. We have relied on such representation and our Opinion is not qualified in respect of this matter.
- 2) Without qualifying our opinion, we draw attention on the recoverable amount of the investments made by Shree Renuka Global Ventures Limited in Shree Renuka do Brasil Participacoes Ltda. These investments are stated at their carrying amounts of USD 476,348,019 (Equivalent to ₹ 22,726.07 Mn). SRDBPL together with all its subsidiaries have filed for Protection on 28th September 2015 under Judicial Recovery (Law 11.101/2005-Recuperacao Judicial) in the designated court in the capital of the State of Sao Paulo, Brazil. SRDBPL along with its subsidiaries has filed the proposal for Reorganization Plan before the designated court. Impairment in the value of investments, if any, will be considered after the receipt of the Judgement of the court.

Other Matters

We did not audit the financial statements / financial information of Six subsidiaries whose financial statements / financial information reflect total assets of ₹ 96,716.19 Mn as at 31st March, 2016, total revenues of ₹ 40,183.70 Mn and net cash flows amounting to ₹ (1,898.64) Mn for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this report is in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2016 from being appointed as a Director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Group have disclosed the impact of pending litigations on its financial position

in its Consolidated financial statements –
Refer Note No. 33(iii) to the consolidated
financial statements.

- ii. The Group did not have any material
foreseeable losses on long-term contracts
including derivative contracts.
- iii. There has been no delay in transferring
amounts, required to be transferred, to the
Investor Education and Protection Fund by

the Holding Company, and its subsidiary
companies incorporated in India.

For Ashok Kumar, Prabhashankar & Co.,
Chartered Accountants
Firm Regn No. 0049825

K. N. Prabhashankar
Partner
Membership No. 019575

Place: Mumbai
Date: May 30, 2016

ANNEXURE - A TO THE AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March 2016, we have audited the internal financial controls over financial reporting of Shree Renuka Sugars Limited ("the Holding Company") and its subsidiary companies which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting

to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016, based

on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For Ashok Kumar, Prabhashankar & Co.,

Chartered Accountants

Firm Regn No. 0049825

K. N. Prabhashankar

Partner

Membership No. 019575

Place: Mumbai

Date: May 30, 2016

CONSOLIDATED BALANCE SHEET

AS AT 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

	Notes	As at 31st March, 2016	As at 31st March, 2015
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	928.81	928.81
(b) Reserves and Surplus	3	(18,848.66)	(24,353.97)
(c) Money received against share warrants		-	-
(2) Share Application Money pending allotment		-	-
(3) Minority Interest		18.90	15.62
(4) Non-Current Liabilities			
(a) Long-Term Borrowings	4	40,186.07	39,252.39
(b) Deferred Tax Liabilities (Net)	5	-	-
(c) Other Long-Term Liabilities	6	2,080.96	1,848.30
(d) Long-Term Provisions	7	582.59	773.11
(5) Current Liabilities			
(a) Short-Term Borrowings	8	16,826.06	26,266.33
(b) Trade Payables	9	42,859.98	32,955.01
(c) Other Current Liabilities	10	50,553.15	31,975.64
(d) Short-Term Provisions	11	6.58	5.36
Total		135,194.44	109,666.60
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	12A	67,195.15	52,835.21
(ii) Intangible Assets	12B	6,901.13	7,242.83
(iii) Capital Work-in-Progress-Tangible		373.70	330.87
(iv) Intangible assets under development		-	-
(b) Non-Current Investments	13	848.82	824.16
(c) Deferred Tax Assets (net)	5	4,948.20	3,550.64
(d) Long-Term Loans and Advances	14	5,941.83	6,020.62
(e) Other Non-Current Assets	15	887.21	833.30
(2) Current Assets			
(a) Current Investments	16	12.96	22.72
(b) Inventories	17	25,698.13	22,326.00
(c) Trade Receivables	18	13,982.98	6,168.68
(d) Cash and Bank Balances	19	622.25	1,302.28
(e) Short-Term Loans and Advances	20	7,713.07	8,152.85
(f) Other Current Assets	21	69.01	56.44
Total		135,194.44	109,666.60

Accompanying Notes 1 to 33 form part of the financial statements

To be read with our report of even date

For and on behalf of the Board

For Ashok Kumar, Prabhashankar & Co.,

Chartered Accountants

Firm Regn.No : 004982S

K. N. Prabhashankar

Partner

Membership No.19575

Vidya M. Murkumbi

Executive Chairperson

DIN: 00007588

Narendra M. Murkumbi

Vice-Chairman & Managing Director

DIN: 00009164

Place: Mumbai

Date : May 30, 2016

K. K. Kumbhat

Chief Financial Officer

Naveen Manghani

Company Secretary

ACS No.: 20720

CONSOLIDATED STATEMENT OF PROFIT & LOSS

FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

	Notes	Year Ended 31st March, 2016	Year Ended 31st March, 2015
Revenue from Operations	22	100,742.50	103,950.77
Less: Excise Duty		2,508.57	3,074.83
		98,233.93	100,875.94
Other Income	23	931.83	464.90
Total Revenue		99,165.77	101,340.84
EXPENDITURE			
Cost of Material Consumed	24	59,460.40	70,645.79
Purchase of Stock-in-trade	25	28,234.25	20,686.15
Changes in Inventory of Finished Goods, Work-in-Progress & Stock-in-Trade	26	1,095.35	(3,823.78)
Employee Benefit Expenses	27	2,052.40	2,531.71
Financial Costs	28	9,646.02	9,222.22
Forex (Gain) /Loss	29	4,867.53	6,513.98
Depreciation and Amortisation Expense	30	7,635.35	9,912.72
Other Expenses	31	5,708.30	6,538.05
Total Expenses		118,699.60	122,226.84
Profit before exceptional and extraordinary items and tax		(19,533.84)	(20,886.00)
Exceptional Items		-	-
Profit before Extraordinary items and tax		(19,533.84)	(20,886.00)
Extraordinary items		-	-
Profit Before tax		(19,533.84)	(20,886.00)
Current Tax		-	-
Deferred Tax		(1,508.15)	(2,750.12)
Profit / (Loss) after tax but before minority interest		(18,025.69)	(18,135.88)
Profit/(Loss) attributable to Minority Shareholders		3.28	(7.14)
Profit/(Loss) for the year		(18,028.97)	(18,128.74)
Earnings per Share			
Basic	32	(19.41)	(20.39)
Diluted		(19.41)	(20.39)
[Nominal value of shares ₹ 1/- each]			

Accompanying Notes 1 to 33 form part of the financial statements

To be read with our report of even date
For Ashok Kumar, Prabhashankar & Co.,
Chartered Accountants
Firm Regn.No : 0049825

For and on behalf of the Board

K. N. Prabhashankar
Partner
Membership No.19575

Vidya M. Murkumbi
Executive Chairperson
DIN: 00007588

Narendra M. Murkumbi
Vice-Chairman & Managing Director
DIN: 00009164

Place: Mumbai
Date : May 30, 2016

K. K. Kumbhat
Chief Financial Officer

Naveen Manghani
Company Secretary
ACS No.: 20720

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

	Year Ended 31st March, 2016	Year Ended 31st March, 2015
CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before tax	(19,533.84)	(20,886.00)
Adjustments to reconcile profit/(Loss) before tax to net cash provided by operating activities:		
Depreciation and Amortisation including preoperative	7,635.35	9,912.72
Financial expenses	9,646.02	9,222.22
Loss/(Profit) on sale of fixed assets	3.51	191.20
Dividend Income	(3.79)	(3.88)
(Gain)/ Loss from Sale of Investments	9.19	(17.18)
Exchange Fluctuations (net)	4,867.53	6,513.98
Opening Reserves of subsidiaries ceased to exist transferred	(11.71)	-
Foreign Currency Translation Reserve	2,258.98	(1,236.45)
Amortisation of Expenses	1.50	13.76
Operating profit before working capital changes	4,872.75	3,710.37
Changes in operating assets and liabilities:		
Trade receivables	(7,868.09)	535.60
Other receivables	1,338.85	(609.14)
Inventory	(3,372.13)	(1,629.35)
Trade and other payables	14,870.99	5,359.48
Cash generated from operations	9,842.36	7,366.96
Income Tax (net)	(43.32)	(24.67)
Net Cash Flow From Operating Activities	9,799.04	7,342.29
CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of fixed assets (including goodwill)	(9,576.36)	(1,894.49)
Proceeds from sale of fixed assets	441.80	1,959.64
Proceeds from sale of investments	(24.09)	-
Purchase of Investments (net)	-	839.68
Dividend Income	3.79	3.88
Net Cash Flow From Investing Activities	(9,154.86)	908.71

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST MARCH, 2016 (contd.)

All amounts in million Indian Rupees, unless otherwise stated.

	Year Ended 31st March, 2016	Year Ended 31st March, 2015
CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from Issue of Equity Shares	-	257.49
Share premium	-	4,740.22
Exchange Fluctuations (net)	(4,857.23)	(5,532.57)
Dividend paid	(0.92)	(1.28)
Proceeds/(Repayment) from long-term borrowings(net)	20,210.77	3,365.54
Net Increase/(Decrease) in Working Capital Borrowings	(9,440.27)	(2,428.09)
Repayment of Deferred Purchase Tax	-	(52.13)
Finance Cost	(6,567.46)	(9,329.83)
Net Cash Flow From Financing Activities	(655.11)	(8,980.65)
Net increase in cash and cash equivalents	(10.92)	(729.65)
Opening cash and cash equivalents	599.48	1,329.13
Closing cash and cash equivalents	588.56	599.48

To be read with our report of even date
For Ashok Kumar, Prabhashankar & Co.,
Chartered Accountants
Firm Regn.No : 0049825

K. N. Prabhashankar
Partner
Membership No.19575

Place: Mumbai
Date : May 30, 2016

For and on behalf of the Board

Vidya M. Murkumbi
Executive Chairperson
DIN: 00007588

K. K. Kumbhat
Chief Financial Officer

Narendra M. Murkumbi
Vice-Chairman & Managing Director
DIN: 00009164

Naveen Manghani
Company Secretary
ACS No.: 20720

CONSOLIDATED NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Note 1. Significant Accounting Policies:

All amounts in million Indian Rupees, unless otherwise stated.

a. Basis of presentation:

The accompanying financial statements have been presented for the year ended 31st March, 2016 along with comparative information for the year ended 31st March, 2015. The accompanying financial statements have been prepared on going concern basis under the historical cost convention on the accrual basis of accounting in conformity with accounting principles generally accepted in India ("Indian GAAP") and the relevant provisions prescribed in the Companies Act 2013, besides the pronouncements/guidelines of the Institute of Chartered Accountants of India and of the Securities and Exchange Board of India. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year, except as stated hereunder.

b. Consolidation:

The accompanying Consolidated Financial Statements comprise the accounts of Shree Renuka Sugars Limited and its direct and indirect subsidiaries after eliminating all material inter-company accounts, transactions, profits and losses. A subsidiary is an entity in which the Group has either direct or indirect majority ownership interest and has the power to control the financial and operating policies of that entity.

c. Use of estimates:

In preparing the Company's financial statements in conformity with accounting principles generally accepted in India, the Company's management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period, the actual results could differ from those estimates. Difference between actual results and estimates are recognised in the period in which the results are known or materialise.

d. Fixed assets:

- i. Fixed assets (Tangible and Intangible) are stated at cost less accumulated depreciation. Cost comprises the purchase price and any cost attributable to bringing the asset to its working condition for its intended use. Expenditure incurred during construction period has been added to the cost of the assets. These expenses have been allocated to the sugar, power generation and ethanol units on a reasonable basis. Subsidy received from the Government has been reduced from value of the respective assets.
- ii. In case of Holding Company, Land, Building and Plant and Machinery as on 31st March 2016 have been revalued and the surplus due to this revaluation is credited to Revaluation Reserve account. The useful lives of the depreciable assets remain to be the same as that of prior to revaluation.

e. Borrowing costs:

Interest and other costs in connection with the borrowings of funds to the extent attributable to the acquisition or construction of qualifying assets or capitalized as part of the cost of such asset till such time the asset is ready for its intended use.

All other borrowings costs are recognised in the statement of profit and loss in the period in which they are incurred.

f. Depreciation:

1. Other than Brazilian Companies-

- i. Depreciation is provided in the manner prescribed in Schedule II of the Companies Act, 2013. The Carrying Value of Fixed assets are depreciated over the revised remaining useful lives. Fixed assets having nil useful life has been charged to the opening balance of retained earnings as per the transitional provision prescribed in note 7 (b) of Schedule II of the Companies Act 2013.
- ii. In case of Holding company, Depreciation on the value of revaluation is reduced from Revaluation Reserve effective from Financial Year 2016-17.

CONSOLIDATED NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

- 2. For Brazilian Companies-** The residual and useful life of assets and depreciation method are reviewed at each year end and adjusted prospectively. Depreciation is calculated on Straight Line Method.

Maintenance expenses that results in extension of the useful life of assets are capitalised and the items that wear out during the year are recorded at the time of their replacement and depreciated over the period of next harvest season. Maintenance expenses with no impact on economic useful life of asset are recognised as expenses when realised.

g. Leases:

- A. Lease Rentals: Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term. In case of long- term leases, the expenditure to the statement of profit and loss is recognized on the basis of equated lease rentals arrived at by allocating the total outflow of lease rentals on the entire contractual period over the period of the lease.
- B. Lease Income: Lease income is recognized on accrual basis.

h. Investments:

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as Non-Current investments. Current investments are carried at lower of cost or fair value/ market value, determined on an individual investment basis. Non-Current Investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments. Profit/loss on sale of investments is computed with reference to their average cost.

i. Amalgamation:

Accounting for Amalgamation is as per AS-14 of the Indian Accounting Standards as prescribed by The Institute of Chartered Accountants of India. The Goodwill arising on Amalgamation is amortised over its useful life but shall not exceed five years.

j. Inventories:

Inventories are valued as follows:

Raw materials, stores and spares, Material in transit and packing materials

Lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a Weighted Average basis.

Finished goods

Lower of cost and net realizable value. Cost includes direct materials, labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods excludes excise duty.

Excise duty is generally provided on manufacture of goods, which are not exempt from the payment of duty. However, since the Company's finished goods are not segregated at the time of production into those for sale in domestic markets and those for sale in export markets, the Company is unable to determine the exact liability towards excise duty on finished goods. Accordingly, excise duty is provided/ paid only at the time of clearance of the goods from the factory.

Work-in-process

Lower of cost up to estimated stage of process and net realisable value. Cost includes direct materials, labour and a proportion of manufacturing overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

By- products

By-products are valued at cost. Inter-unit transfers of by- products also include the cost of transportation, duties, etc.

CONSOLIDATED NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Biological Assets

Biological assets of the Company and its subsidiaries are represented by sugarcane used as raw material in the production of sugar and alcohol.

Sugar cane is classified as a permanent crop, whose economically viable production cycle on average is five years after its first cut.

The fair value of the sugar cane at harvest is determined by the quantities harvested, it is valued by the value of CONSECANA (Council of Sugar Cane Producers, sugar and São Paulo State Alcohol) accumulated in the respective month. The fair value of the harvested sugar cane will be the cost of the raw material used in the production of sugar and ethanol process.

k. Revenue recognition:

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue from sale of goods is recognised when the significant risks and rewards of ownership of the goods are transferred to the customer and is stated net of trade discounts, excise duty, sales returns.

Revenue from sale of power is recognised when the units generated are transmitted to the pooling station, in accordance with the terms and conditions of the power purchase agreement entered into by the Company with the purchasing parties.

Income from services is recognised as they are rendered (based on agreement/arrangement with the concerned customers).

Dividend income on investments is accounted for as and when the right to receive the payments is established.

Income against claims of the company, viz., export incentives, insurance claims, etc., is recognised on accrual/right to receive basis.

l. Foreign currency transactions:

Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are reported using the closing rate at the date of the Balance Sheet. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction and investments in foreign companies are recorded at the exchange rates prevailing on the date of making the investments.

Exchange Differences

Exchange Differences is charged to the revenue account except arising on account of such conversion related to the purchase of fixed assets is adjusted therewith, and other long term monetary items is adjusted in the Foreign Currency Monetary Item Translation Difference Account.

Forward Exchange Contracts not intended for trading or speculation purposes

The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the profit and loss account in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or as expense for the period.

m. Derivative transactions:

Pursuant to the announcement on accounting for derivatives issued by the Institute of Chartered Accountants of India, the Company, in accordance with the principle of prudence as enunciated in AS-1, "Disclosure of Accounting Policies", provides for losses in respect of all outstanding derivative contracts at the Balance sheet date by marking them to market. Any net unrealized gains arising on such mark to market are not recognised as income.

n. Employee benefits:

Short-term employee benefits are recognised as an expense at the undiscounted amount in the Statement of profit and loss of the year in which the related service is rendered.

CONSOLIDATED NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

The eligible employees of the Company are entitled to receive benefits under the Provident Fund, a defined contribution plan in which both the employees and the Company make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' salary). The contributions as specified under the law are paid to "The Regional Provident Fund Commissioner and the Central Provident Fund under the Pension Scheme". The Company recognises such contributions as expense of the year in which the liability is incurred.

The Company has an obligation towards Gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The plan is managed by a trust and the fund is invested with Life Insurance Corporation of India under its Group Gratuity Scheme. The Company makes annual contributions to Gratuity Fund and the Company recognises the liability for Gratuity benefits payable in future based on an independent actuarial valuation.

The Company provides for the encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave for availment as well as encashment subject to the rules. As per the regular past practice followed by the employees, it is not expected that the entire accumulated leave shall be encashed or availed by the employees during the next twelve months and accordingly the benefit is treated as long-term defined benefit. The liability is provided for based on the number of days of unutilised leave at the Balance Sheet date on the basis of an independent actuarial valuation.

o. Income tax:

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961, and in respect of overseas subsidiaries as per respective countries tax laws.

Deferred income tax reflects the impact of current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier periods. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is Virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the Minimum Alternate tax (MAT) credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in guidance note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each Balance Sheet date.

p. Miscellaneous expenditure:

Preliminary expenses are written-off over a period of five years from the year of commencement of commercial production.

The Deferred Revenue Expenditure comprises of debenture issue expenses and expenses towards Increase in Authorised Capital, which is written off over a period of 5 years & expenses incurred on the lease units upto the date of production which is written off in proportion to the period of lease unexpired or 1/5th in case of long lease period.

q. Government grants:

Government grants in the nature of promoter's contribution are credited to capital reserve and treated as a part of Shareholder's funds. Other Government grants/ subsidy have been reduced from value of the respective assets.

r. Financial derivatives and commodity futures:

Transactions in financial derivatives and commodity futures are accounted based on the mode of final settlement. Transactions, which are ultimately settled net, without taking delivery, are recorded net with the gains/losses being recognised as income/expenses in the financial statements. Transactions, which stipulate physical delivery of the goods and where the company intends to take delivery, are recorded at gross, as purchases and sales as a part of the company's sugar manufacturing activities.

CONSOLIDATED NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

s. Provisions, contingent liabilities and contingent assets:

Provisions are recognised for liabilities that can be measured only by using a substantial degree of estimation, if

- The Company has a present obligation as a result of a past event
- A probable outflow of resources is expected to settle the obligation and
- The amount of the obligation can be easily estimated.

Contingent Liability is disclosed in the case of

- A present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation.
- A possible obligation, unless the probability of outflow of resources is remote.

Depending on facts of each case and after due evaluation of relevant legal aspects, claims against the Company not acknowledged as debts are disclosed as contingent liabilities. In respect of statutory matters, contingent liabilities are disclosed only for those demand(s) that are contested by the Company.

Contingent Assets are neither recognised nor disclosed.

t. Earnings per share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average numbers of equity shares outstanding during the period are adjusted for events of bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

u. Segment reporting:

The accounting policies adopted for segment reporting are in line with the accounting policies adopted by the Company, with the following additional policies for segment reporting:

- (i) Inter segment revenue has been accounted for based on the transaction price agreed to between segments which is primarily market led.
- (ii) Revenue, Expenses, Assets and Liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.
- (iii) Gains/losses from transactions in commodity futures, which are ultimately settled net, with/without taking delivery, are recorded as 'Other revenues' under the Sugar segment.
- (iv) Revenue, Expenses, Assets and Liabilities, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocated".

v. Impairment of assets:

As at each balance sheet date, the carrying amount of assets is tested for impairment so as to determine,

- a. The provision for impairment loss, if any, required or
- b. The reversal, if any, required of impairment loss recognised in previous periods.

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount.

w. Classification of Assets and Liabilities as Current and Non-Current:

All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, 12 months has been considered by the Company for the purpose of current, non-current classification of assets and liabilities.

CONSOLIDATED NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

	As at 31st March, 2016	As at 31st March, 2015
Note 2 : Share Capital		
a) Authorised		
25,000,000 Preference Shares of ₹ 10/- each	250.00	250.00
1,600,000,000 Equity Shares of ₹ 1/- each	1,600.00	1,600.00
	1,850.00	1,850.00
b) Issued, Subscribed and Paid up		
928,811,242 Equity Shares of ₹ 1/- each fully paid	928.81	928.81
	928.81	928.81
Note 3 : Reserves and Surplus		
a) Capital Reserve		
i) Subsidy received towards Co-Generation As per last Balance Sheet	18.75	18.75
ii) Others As per last Balance Sheet	0.26	0.26
Closing Balance	19.01	19.01
b) Securities Premium		
As per last Balance Sheet	15,314.27	10,574.05
Addition during the year	-	4,740.22
Closing Balance	15,314.27	15,314.27
c) General Reserve		
As per last Balance Sheet	-	3,166.02
Less : Transfer to Statement of Profit and Loss	-	(3,166.02)
Closing Balance	-	-
d) Debenture Redemption Reserve		
As per last Balance Sheet	375.00	525.00
Add: Transfer from/(to) Statement of profit and loss	125.00	(150.00)
Closing Balance	500.00	375.00
e) Revaluation Reserve		
At the commencement of the year	-	-
Addition during the year	19,735.40	-
Closing Balance	19,735.40	-
f) Reserves on Consolidation		
As per last Balance Sheet	366.87	366.87
Add: Transfer from/(to) Statement of profit and loss	-	-
Closing Balance	366.87	366.87
g) Foreign Currency Translation Reserve		
Balance As Per Last Financial Statement	(3,204.15)	(1,967.70)
Add: Transfer to/(from) Statement of profit and loss	2,258.98	(1,236.45)
Closing Balance	(945.17)	(3,204.15)
h) Foreign Currency Monetary Item Translation Difference Account		
As per last Balance Sheet	(9,492.47)	(5,487.20)
Add: Transfer to/(from) Statement of profit and loss	1,526.60	(4,005.27)
Closing Balance	(7,965.87)	(9,492.47)

CONSOLIDATED NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

	As at 31st March, 2016	As at 31st March, 2015
i) Surplus /(Deficit) in the Statement of Profit and Loss		
Balance as per Last Financial Statement	(27,732.50)	(12,832.11)
Profit/(Loss) for the year	(18,027.37)	(18,128.74)
Add: Transferred from General Reserve	-	3,166.02
Less: Appropriation		
Opening Reserves of subsidiaries ceased to exist transferred	11.71	-
Depreciation Difference	-	(87.67)
Less : Transfer from/(to) Debenture redemption reserve	(125.00)	150.00
Net Surplus/(Deficit) in Statement of Profit and Loss	(45,873.17)	(27,732.50)
	(18,848.66)	(24,353.97)

NON-CURRENT LIABILITIES**Note 4: Long-Term Borrowings****1) Secured:****a) Non-convertible Debentures**

i) 1500 Redeemable Non-Convertible Debentures (11.70%) of ₹ 1,000,000 each	1,500.00	1,500.00
ii) 1000 Redeemable Non-Convertible Debentures (11.30%) of ₹ 1,000,000 each	1,000.00	1,000.00

b) Term-Loans

From Banks and Financial Institutions	70,616.46	58,929.35
From others:		
Sugar Development Fund (SDF)	980.43	1,141.75
Interest Accrued but not due	118.15	113.71

2) Unsecured:

Deferred Purchase Tax	-	16.08
	74,215.04	62,700.89

Less : Current Maturity of Long term borrowings transferred to Other Current Liabilities (Refer Note 10)	34,028.97	23,448.50
	40,186.07	39,252.39

Note 5: Deferred Tax Liabilities/(Assets) (Net)**Deferred Tax Liability**

Depreciation	4,802.88	4,588.56
Lease Rentals/Others	555.02	464.09
Gross Deferred Tax Liability	5,357.90	5,052.65

Deferred Tax Asset

Leave Encashment/Gratuity/Sugarcane Purchase tax	21.25	21.00
Unabsorbed Business Loss	6,864.19	5,368.30
Others	3,420.66	3,213.99
Gross Deferred Tax Asset	10,306.10	8,603.29

Deferred Tax Liabilities/(Deferred Tax Assets) (Net)	(4,948.20)	(3,550.64)
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Unabsorbed business losses have been recognised as deferred tax asset as there is virtual certainty that such deferred tax asset can be realised against future taxable profits in the forth coming financial years.

CONSOLIDATED NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

	As at 31st March, 2016	As at 31st March, 2015
Note 6: Other Long-Term Liabilities		
Others:		
Advance from Customers	1,070.50	1,007.26
Trade Payables	86.50	258.78
Other Liabilities	923.96	582.26
Purchase Tax Payable	351.52	415.82
Less: Payable within one year (transferred to Other current liabilities, Refer Note No 10)	351.52	415.82
	2,080.96	1,848.30
Note 7: Long-Term Provisions		
Provision for Employee Benefits:		
Provision for Gratuity	7.33	8.60
Provision for Leave Encashment	56.73	56.38
Less: Short Term (transferred to Short-term provisions, Refer Note No 11)	6.58	5.36
Other Provisions	525.11	713.49
	582.59	773.11
CURRENT LIABILITIES		
Note 8: Short-Term Borrowings		
Secured		
Working Capital from Banks:		
Rupee Borrowings	7,884.01	7,864.06
Foreign Currency Borrowings	8,942.05	18,148.65
UnSecured		
Working Capital Borrowings	-	253.62
	16,826.06	26,266.33
Note 9: Trade Payables		
For Goods and Services		
	42,859.98	32,955.01
Others	-	-
	42,859.98	32,955.01
Note 10 : Other Current Liabilities		
Current maturity of Long-Term Borrowings (Refer note 4)	34,028.97	23,448.50
Interest accrued but not due on Borrowings	5,657.16	2,578.60
Advance from Customers	7,374.35	2,020.04
Purchase Tax Payable (Refer Note 6)	351.52	415.82
Unclaimed Dividend	11.74	12.66
Salary Payable	92.14	57.65
Statutory Dues payable	62.21	78.26
Other Payables	2,975.06	3,364.11
	50,553.15	31,975.64

CONSOLIDATED NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

	As at 31st March, 2016	As at 31st March, 2015
Note 11: Short-Term Provisions		
Provision for Gratuity (Refer note 7)	1.28	1.48
Provision for Leave Encashment (Refer note 7)	5.30	3.88
	6.58	5.36

FIXED ASSETS SCHEDULE

Note 12A: Tangible Assets

PARTICULARS	1st April, 2015	Additions	Disposal/ Adjustment	Effects of Foreign Currency Exchange Difference	Revaluation of Assets	31st March, 2016
Gross Carrying Value						
Lease Hold Land	184.25	-	-	-	-	184.25
Free Hold Land	1,065.42	-	20.42	(20.32)	1,602.20	2,626.88
Buildings	9,117.10	115.44	7.06	(141.18)	2,724.80	11,809.10
Plant & Equipment	70,342.96	484.61	166.52	(3,574.53)	15,408.40	82,494.92
Furniture & Fixtures	598.56	7.10	10.02	5.09	-	600.73
Vehicles	1,895.07	(58.52)	48.21	(97.15)	-	1,691.19
Total	83,203.36	548.63	252.23	(3,828.09)	19,735.40	99,407.07
Previous Year	99,489.03	369.76	(872.06)	(17,527.48)	-	83,203.36
Accumulated Depreciation						
Lease Hold Land	3.86	2.19	-	-	-	6.05
Free Hold Land	-	-	-	-	-	-
Buildings	1,870.48	342.96	0.76	(182.41)	-	2,030.27
Plant & Equipment	26,679.21	(1,561.66)	48.36	3,297.79	-	28,366.98
Furniture & Fixtures	425.28	12.29	9.97	22.15	-	449.75
Vehicles	1,389.31	(190.48)	34.86	194.90	-	1,358.87
Total	30,368.14	(1,394.70)	93.97	3,332.43	-	32,211.92
Previous Year	29,612.07	7,750.83	(561.98)	(7,556.74)	-	30,368.14
Net Carrying Value						
Lease Hold Land	180.39					178.19
Free Hold Land	1,065.42					2,626.88
Buildings	7,246.62					9,778.83
Plant & Equipment	43,663.75					54,127.94
Furniture & Fixtures	173.28					150.98
Vehicles	505.75					332.32
Total	52,835.21					67,195.15
Previous Year	69,876.96					52,835.21
CWIP	330.87					373.70

Note-

Fixed assets are shown at original cost of acquisition less accumulated depreciation. Fixed Assets (Land, Building and Plant and Machinery) of Holding Company "SRSL" have been revalued as on 31.03.2016, the surplus of ₹ 19,735.40 Mn arising from the revaluation has been transferred to "Revaluation Reserves" and shown under the head "Reserves and Surplus". As the Fixed Assets were revalued on the last day of the Balance Sheet, no depreciation has been provided on revalued figures.

CONSOLIDATED NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

FIXED ASSETS SCHEDULE (contd.)

Note 12B: Intangible Assets

PARTICULARS	1st April, 2015	Additions	Disposal/ Adjustment	Effects of Foreign Currency Exchange Difference	Revaluation of Assets	31st March, 2016
Gross Carrying Value						
Goodwill on Consolidation	7,005.29	-	287.08	-	-	6,718.21
Transmission Rights	265.97	-	-	(11.60)	-	254.37
Computer Software	239.95	0.30	-	(5.25)	-	234.99
Total	7,511.21	0.30	287.08	(16.85)	-	7,207.58
Previous Year	10,072.97	1,512.78	2,462.23	(1,612.31)	-	7,511.21
Accumulated Depreciation						
Goodwill on Consolidation	-	-	-	-	-	-
Transmission Rights	87.18	16.96	-	(3.79)	-	100.35
Computer Software	181.20	28.49	0.04	(3.56)	-	206.09
Total	268.38	45.46	0.04	(7.35)	-	306.43
Previous Year	249.27	83.43	1.30	(63.02)	-	268.38
Net Carrying Value						
Goodwill on Consolidation	7,005.29					6,718.21
Transmission Rights	178.79					154.02
Computer Software	58.75					28.90
Total	7,242.83					6,901.13
Previous Year	9,823.70					7,242.82

	As at 31st March, 2016	As at 31st March, 2015
NON-CURRENT ASSETS		
Note 13 : NON-CURRENT INVESTMENTS		
Non Trade Investments		
Other Investments (At cost):		
In Equity Shares (Unquoted)	230.32	230.32
In Equity Shares (Quoted)	94.71	94.71
Investment in Associates Companies (Unquoted)	523.79	499.13
	848.82	824.16

Note 14 : Long-Term Loans and Advances

Unsecured & Considered good:

Capital Advances	11.46	39.79
Advances to Associate Companies	395.15	21.96
Deposits	3,061.10	1,977.44
Prepaid Expenses	-	297.65
Others:		
Export Incentives Receivable	197.43	202.70
Balances with Customs, Excise, etc.	236.46	1,391.79
MAT Credit Entitlement	545.07	545.07
Amount paid under protest to Government Authorities	452.52	438.34
Other Advances	1,042.64	1,105.88
	5,941.83	6,020.62

CONSOLIDATED NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

	As at 31st March, 2016	As at 31st March, 2015
Note 15 : Other Non-Current Assets		
Long Term Trade Receivable	876.01	822.22
Miscellaneous Expenditure to the extent not written off:		
Deferred Revenue Expenditure	10.32	9.73
Equity Shares Issues Expenses	1.76	2.64
	888.09	834.59
Less: to be amortised within one year (transferred to Other Current Assets-Refer Note 21)	0.88	1.29
	887.21	833.30
CURRENT ASSETS		
Note 16: Current Investments		
Banco DO Brazil	12.96	22.72
	12.96	22.72
Note 17: Inventories		
Raw materials ,components and Material in transit *	8,033.54	1,789.69
Biological Assets	4,765.85	6,306.75
Work-in-Progress	200.10	118.94
Stores and Spares	1,022.66	1,130.45
Intermediate Products	303.04	285.13
Finished Goods:		
Manufactured	11,085.93	12,312.26
Trading	287.02	382.78
	25,698.14	22,326.00
* Raw material and components includes transit stock of ₹ 5,980.76 Mn (Previous year ₹ Nil)		
Note 18: Trade Receivables		
Unsecured & Considered good:		
Debts over six months	9,478.38	1,676.16
Others	4,504.60	4,492.52
	13,982.98	6,168.68
Note 19: Cash and Bank Balances		
Cash and Cash Equivalents:		
Cash on hand	3.88	6.49
Balances with Banks:		
In Current Accounts	584.68	592.99
	588.56	599.48
Other Bank Balances:		
Earmarked balances		
Unpaid dividend accounts	11.74	12.66
Fixed Deposit pledged with bank/deposited with Government authorities	21.95	690.14
	33.69	702.80
	622.25	1,302.28

CONSOLIDATED NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

	As at 31st March, 2016	As at 31st March, 2015
Note 20: Short-Term Loans and Advances		
Unsecured and Considered Good:		
Loans and Advances to Related parties:		
Advance to Associate Companies	38.64	150.04
Others:		
Export Incentives Receivable	8.50	4.50
Interest Accrued	1.07	67.80
Interest Receivable from Govt. of India	33.49	127.94
Prepaid Expenses	168.31	294.15
Deposits	124.97	125.07
Balances with Customs, Excise, etc.	1,600.73	1,776.16
Income Tax Refund Due (Net)	361.23	317.91
Other Advances	5,376.14	5,289.28
	7,713.07	8,152.85

Note 21 : Other Current Assets

Miscellaneous Expenditure to be amortised within one year:

Deferred Revenue Expenditure (Refer Note-15)	68.13	55.56
Equity Shares Issues Expenses	0.88	0.88
	69.01	56.44

	Year Ended 31st March, 2016	Year Ended 31st March, 2015
Note 22 : Revenue from Operations		
Sale of Products (Gross)		
Sale of Manufactured Sugar	45,344.41	47,868.59
Sale of Traded Sugar and Ethanol	30,495.11	25,235.57
Sale of Power	3,725.29	7,293.84
Sale of Ethanol and Allied products	18,100.12	20,632.28
Sale from Engineering Division	339.39	376.46
Sale of By-products and Others	2,738.18	2,544.03
	1,00,742.50	1,03,950.77
Less : Excise Duty	2,508.57	3,074.83
	98,233.93	1,00,875.94

Note 23: Other Income

Dividend on Investments	3.79	3.88
Profit on Sale of Investments	0.84	17.18
Profit on Sale of Assets	26.14	1.31
Income from professional Services	12.22	22.78
Others	888.84	419.75
	931.83	464.90

CONSOLIDATED NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

	Year Ended 31st March, 2016	Year Ended 31st March, 2015
Note 24 : Cost of Materials Consumed		
Sugar-Cane	33,599.69	40,167.61
Raw-Sugar	22,079.19	27,505.15
Bagasse	167.88	211.09
Coal	1,589.55	1,538.13
Molasses	1,431.34	767.13
Denatured Alcohol	344.46	174.00
Rectified Spirit	35.31	0.08
MG Alcohol	32.99	41.11
Others	9.67	8.25
Engineering Division	170.32	233.24
	59,460.40	70,645.79
Note 25: Cost of Traded Goods		
Raw-Sugar	27,240.67	19,715.87
White Sugar	974.52	884.95
Distillery	-	1.46
Molasses	-	28.65
Coal	19.06	55.22
	28,234.25	20,686.15
Note 26: Changes in Inventory of Finished Goods, Work-in-progress & Stock-in-trade		
Opening Stock		
Work in progress	118.94	95.78
Finished goods and intermediate products	12,610.60	8,809.97
A	12,729.54	8,905.75
Less: Closing stock		
Work in progress	201.00	118.94
Finished goods and intermediate products	11,433.19	12,610.59
B	11,634.19	12,729.53
(A-B)	1,095.35	(3,823.78)
Note 27: Employee Benefit Expenses		
Salaries, Wages and Bonus	1,897.10	2,363.14
Contribution to Provident Fund, Gratuity Fund and Other Employee Benefits	82.37	76.81
Staff Welfare Expenses	72.93	91.76
	2,052.40	2,531.71
Note 28: Finance Costs		
Interest:		
On Term Loans	7,018.13	6,071.96
On Working Capital	1,628.96	1,059.32
On Debentures	289.29	338.30
Others:		
Bank Charges and Other Borrowing Costs	709.64	1,752.64
	9,646.02	9,222.22

CONSOLIDATED NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

	Year Ended 31st March, 2016	Year Ended 31st March, 2015
Note 29 : Foreign Exchange Loss/(Gain)		
Gain/(Loss) on foreign currency transactions	4,867.53	(6,513.98)
	4,867.53	(6,513.98)

Note 30: Depreciation and Amortisation Expenses		
Depreciation and amortisation of Tangible assets*	7,590.10	9,856.92
Depreciation and amortisation of intangible assets*	45.25	55.80
	7,635.35	9,912.72

* Refer note no.12A and 12B

Note 31 : Other Expenses

A. Manufacturing Expenses

Consumption of Stores and Spares	294.97	419.69
Consumption of Chemicals, Consumables, Oil and Lubricants	567.51	375.82
Sugar House Loading, Un-loading and Handling Charges	188.65	192.97
Packing Materials	658.59	816.85
Direct Expenses (Engineering)	44.17	26.58
Power and Fuel	116.67	189.11
Lease Rentals	133.40	156.28
Repairs and Maintenance:		
Plant and Machinery	133.80	332.67
Buildings	2.63	9.04
Other Manufacturing Expenses	136.98	124.08
A	2,277.37	2,643.09

B. Administrative Expenses

Rent, Rates and Taxes	451.31	877.63
Insurance	106.00	148.47
Travelling and Conveyance	68.27	89.23
Printing and Stationery	6.89	7.86
Communication Expenses	33.24	55.78
Legal and Professional Fees	412.64	340.89
Directors' Sitting Fees	3.86	1.28
Auditor's Remuneration	39.77	24.95
Safety and Security Expenses	57.08	60.92
Donations and Contributions	2.90	8.36
Loss on Sale of Fixed Assets	29.65	192.51
Loss on Sale of Long-Term Investments	10.03	-
Books, Periodicals, Subscription and Membership Expenses	13.49	21.42
Sundry Balances Written Off	78.37	-
Research and Development	0.61	10.09
Repairs and Maintenance-Others	53.55	58.19
Prior Period Expenses	-	(92.97)
Others	369.12	222.76
B	1,736.78	2,027.37

CONSOLIDATED NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

	Year Ended 31st March, 2016	Year Ended 31st March, 2015
C. Selling and Distribution Expenses		
Freight and Forwarding Charges	1,552.21	1,728.91
Advertising and Sales Promotion	24.26	40.88
Warehousing Expenses	0.08	0.17
Brokerage and Discounts	32.21	26.49
Commission and Market Development Expenses	83.89	57.38
C	1,692.65	1,853.83
D. Miscellaneous Expenditure-Written Off		
Pre-Operative Expenses	0.62	11.21
Goodwill On Amalgamation	-	1.67
Expenditure on increase of Authorised Share Capital	0.88	0.88
D	1.50	13.76
(A + B+C+D)	5,708.30	6,538.05

Note 32: Earnings per Share

The calculations of earnings per share (basic and diluted) are based on the earnings and number of shares as computed below.

Reconciliation of earnings

Profit/(Loss) for the year ended 31st March, 2016	(18,028.97)	(18,128.74)
Net profit/(Loss) attributable to equity shareholders	(18,028.97)	(18,128.74)

Reconciliation of number of shares

	Shares	Shares
Shares outstanding at the beginning of the Year	92,88,11,242	67,13,19,650
Shares outstanding at the end of the Year	92,88,11,242	92,88,11,242
Weighted average number of equity shares	92,88,11,242	88,93,05,683

Basic and Diluted Earnings Per Share (in ₹)	(19.41)	(20.39)
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[Nominal value of shares ₹ 1/- each]

Note 33: Other Notes to the Financial Statements:**i. Excise Duty on Finished Goods**

Excise duty is generally provided on manufacture of goods, which are not exempt from the payment of duty. However, since the Company's finished goods are not segregated at the time of production into those for sale in domestic markets and those for sale in export markets, the Company is unable to determine the exact liability towards excise duty on finished goods. Accordingly, excise duty is provided/ paid only at the time of clearance of the goods from the factory.

ii. Leases Payable

The Company has entered into various operating and financial leases for office, residential and factory premises. These are generally short-term leases and cancellable by serving adequate notice. The minimum amount of lease rentals payable on non-cancelable leases is as follows:

S. No.	Lease Payable	As at 31st March, 2016	As at 31st March, 2015
A	Within a period of one year	494.60	1,311.10
B	One year to five years	523.93	1,007.60
C	five years and above	1,440.13	1,565.08
D	Lease rent charged to Statement of profit and loss	125.53	156.28

CONSOLIDATED NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

iii. Leases Receivable

S. No	Leases Receivable	As at 31st March, 2016	As at 31st March, 2015
A	Within a period of one year	Nil	3.90
B	One year to five years	Nil	Nil
C	five years and above	Nil	Nil
D	Lease rent credited to statement of profit and loss	1.30	3.99

iv. Outstanding Commitments

S. No	Outstanding Commitments	As at 31st March, 2016	As at 31st March, 2015
A	Bank Guarantee	28.03	662.00
B	Corporate Guarantee	651.80	100.24
C	Estimated amount of contract pending for execution	55.07	39.34

v. Contingent Liabilities

Liabilities classified and considered contingent due to contested claims and legal disputes	As at 31st March, 2016	As at 31st March, 2015
Income Tax Demands	133.77	101.29
Excise and Service Tax Demands	713.94	754.68
Sales Tax/VAT Demands	109.85	67.01
Customs Demand	465.12	465.12
Brazilian Taxes	1,391.32	860.78
Other Matters	1,009.61	1,210.35
Total	3,823.61	3,459.23

- vi. Balances appearing under the head Trade payables, Trade Receivables, loans and advances are subject to confirmation, adjustments, if any, on the receipt/reconciliation of such accounts.

CONSOLIDATED NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

vii. A) Segment Reporting for the year ended 31st March, 2016

All amounts in million Indian Rupees unless otherwise stated.

Particulars	SUGAR		TRADING		CO-GENERATION		ETHANOL		ENGINEERING		OTHER		ELIMINATIONS		TOTAL	
	Year Ended 31.03.2016	Year Ended 31.03.2015	Year Ended 31.03.2016	Year Ended 31.03.2015	Year Ended 31.03.2016	Year Ended 31.03.2015	Year Ended 31.03.2016	Year Ended 31.03.2015	Year Ended 31.03.2016	Year Ended 31.03.2015	Year Ended 31.03.2016	Year Ended 31.03.2015	Year Ended 31.03.2016	Year Ended 31.03.2015	Year Ended 31.03.2016	Year Ended 31.03.2015
REVENUE																
External sales	61,197.83	69,368.72	28,304.56	21,391.08	3,306.63	6,275.87	5,034.81	3,412.08	328.78	363.02	61.31	65.17	-	-	98,233.92	1,00,875.94
Inter-segment sales	3,133.04	2,689.02	-	-	3,075.08	3,049.89	-	-	(25.05)	(37.22)	-	-	(6,183.07)	(5,701.69)	0.01	-
Total Revenue	64,330.87	72,057.74	28,304.56	21,391.08	6,381.72	9,325.76	5,034.81	3,412.08	303.73	325.79	61.31	65.17	(6,183.07)	(5,701.69)	98,233.93	1,00,875.94
Results	814.44	4,865.50	(1,007.74)	602.76	(109.33)	993.70	1,285.31	869.41	(34.36)	49.41	46.02	25.46	(232.63)	(205.58)	761.71	7,200.66
Unallocated corporate expenses															6,713.85	12,815.36
Operating profit															(5,952.14)	(5,614.70)
Financial expenses															9,646.00	9,222.22
Other income															931.83	464.90
Profit from ordinary activities															(14,666.31)	(14,372.02)
Exceptional items															(4,867.53)	(6,513.98)
NET PROFIT															(19,533.84)	(20,886.00)
OTHER INFORMATION																
Segment assets	42,193.17	32,045.66	27,877.19	26,832.42	21,872.14	17,437.37	7,568.98	4,382.56	(471.34)	(183.79)	928.90	168.21	-	-	99,969.04	80,682.43
Unallocated corporate assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	35,225.40	28,984.17
Total Assets	42,193.17	32,045.66	27,877.19	26,832.42	21,872.14	17,437.37	7,568.98	4,382.56	(471.34)	(183.79)	928.90	168.21	-	-	1,35,194.44	1,09,666.60
Segment liabilities	91,064.72	71,551.43	19,566.15	17,988.63	3,618.50	3,938.36	11,655	111.40	272.35	396.19	3.57	7.38	-	-	1,14,641.84	93,993.39
Unallocated corporate liabilities	-	-	-	-	-	-	-	-	-	-	-	-	-	-	38,453.55	39,082.75
Total Liabilities	91,064.72	71,551.43	19,566.15	17,988.63	3,618.50	3,938.36	11,655	111.40	272.35	396.19	3.57	7.38	-	-	1,53,095.39	1,33,076.14
Capital expenditure	528.89	1,765.79	0.90	0.14	33.23	96.12	5.89	2.08	-	0.01	0.32	2.06	-	-	569.23	1,866.20
Unallocated corporate capital expenditure	-	-	-	-	-	-	-	-	-	-	-	-	-	-	22.53	28.29
Total Capital Expenditure	528.89	1,765.79	0.90	0.14	33.23	96.12	5.89	2.08	-	0.01	0.32	2.06	-	-	591.76	1,894.49
Depreciation	6,679.75	8,605.21	3.10	5.73	789.80	1,131.49	114.07	114.81	4.46	6.73	6.16	6.06	-	-	7,597.34	9,870.03
Unallocated corporate depreciation	-	-	-	-	-	-	-	-	-	-	-	-	-	-	38.02	42.68
Total Depreciation	6,679.75	8,605.21	3.10	5.73	789.80	1,131.49	114.07	114.81	4.46	6.73	6.16	6.06	-	-	7,635.35	9,912.72

CONSOLIDATED NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

vii. (B) Secondary Segment information:

	As at 31st March, 2016	As at 31st March, 2015
A. Segment Revenue		
- Within India	25,541.39	22,772.66
- Outside India	72,692.87	78,103.29
Total Revenue	98,234.26	100,875.95
B. Segment Assets		
- Within India	75,519.18	52,882.77
- Outside India	59,675.25	56,783.83
Total Assets	135,194.43	109,666.60
C. Segment Liabilities		
- Within India	57,987.41	40,493.79
- Outside India	95,123.42	92,582.35
Total Liabilities	153,110.82	133,076.14
D. Capital Expenditure		
- Within India	134.62	205.79
- Outside India	456.95	1,688.70
Total Capital Expenditure	591.57	1,894.49
E. Depreciation		
- Within India	1,510.21	1,612.24
- Outside India	8,297.86	8,300.48
Total Depreciation	9,808.08	9,912.72

The geographical segments are considered for disclosure as secondary segment.

Revenue is bifurcated based on sales to customers situated within India and Outside India.

Segment Assets' investments, Loans and Advances, Trade Receivables and other assets bifurcated based on situated within India and Outside India.

Segment Liabilities' Borrowings, Trade Payables and Other Liabilities bifurcated based on situated within India and Outside India.

viii. In terms of accounting standard AS 28 on impairment of assets there was no impairment indicators exist as of reporting date as per the internal management estimates done and hence no impairment charge is recognized during the year under review.

ix. In accordance with Companies (Accounting Standards) Amendment Rules 2009 as amended by Companies (Accounting Standards) (Second Amendment) Rules 2011, the Company exercised the option of adjusting exchange differences arising on long term foreign currency monetary items related to acquisition of depreciable capital assets in the cost of assets to be depreciated over the balance life of the assets and other long term monetary item in the "Foreign Currency Monetary Item Translation Difference" to be amortised over the period of loan.

CONSOLIDATED NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

*All amounts in million Indian Rupees, unless otherwise stated.***x. Related Party Disclosures****Related parties****(A) Associate Companies**

- i. Khandepar Investments Private Limited
- ii. Vantamuri Trading And Investments Limited
- iii. Murkumbi Investments Private Limited
- iv. Renuka Energy Resource Holdings (FZE), Sharjah
- v. Damodar Resource Holdings (FZE), Sharjah
- vi. Ravindra Energy Limited
- vii. Agri Venture Trading and Investment Pvt. Ltd.
- viii. Adani Wilmar Limited
- ix. Wilmar Sugar Pte Ltd.
- x. Great Wall - Wilmar Holding
- xi. Wilmar Continental
- xii. Wilmar Continental Edible Oils And Fats (Pty) Ltd.
- xiii. Wilmar Sugar Brasil Commercial Ltda - Sao Paulo
- xiv. Jawanani Rafinasi (JMR)

(B) Key Managerial Persons

- i. Mrs. Vidya Murkumbi – Executive Chairperson (Shree Renuka Sugars Limited)
- ii. Mr. Narendra Murkumbi – Vice Chairman and Managing Director (Shree Renuka Sugars Limited)
- iii. Mr. Vijendra Singh – President and Whole Time Director (Shree Renuka Sugars Limited)
- iv. Mr. Pratik Vora – Director (Renuka Commodities DMCC, Dubai)
- v. Mr. Prashant Niranjana – Director (Renuka Commodities DMCC, Dubai) (Till 31st March 2015)
- vi. Mr. K. K. Kumbhat – Chief Financial Officer
- vii. Mr. D.V. Iyer – Company Secretary and Compliance Officer. (Till 18th July 2015)
- viii. Mr. Naveen Manghani- Company Secretary and Compliance Officer. (From 14th August 2015).

	Year Ended 31st March, 2016	Year Ended 31st March, 2015
A) Transactions with associate Companies		
i) Vantamuri Trading And Investments Limited		
1 Nature of transaction	Purchases	Purchases
Advance for purchases	(155.36)	(4.42)
Purchase of Coal	(22.70)	-
Interest Income on advances	5.32	16.93
Rental Income	0.51	1.60
Outstanding as at the end of the period	(20.59)	151.64
ii) Renuka Energy Resource Holding (FZE)		
1 Nature of transaction	Purchases	Purchases
Advance paid	0.01	0.01
Purchase of Coal	-	-
Outstanding as at the end of the period	0.18	0.17
iii) Ravindra Energy Limited		
1 Nature of transaction	Purchases	Purchases
Advance paid	552.70	0.06
Purchase of Coal	(325.46)	-
Rental Income	0.77	2.40
Outstanding at the end of the period	1,014.79	22.00

CONSOLIDATED NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

		Year Ended 31st March, 2016	Year Ended 31st March, 2015
		Sales	Sales
	Sale of Sugar	22.30	718.60
	Sale of Stores & Spares	2.63	0.01
	Receipt against Sale	739.85	(699.00)
iv) Adani Wilmar Limited			
1 Nature of transaction		Purchases	Purchases
	Advance for purchases	570.87	36.37
	Purchases	(5,733.55)	(8,503.82)
	Payment against Purchases	3,593.33	6,182.63
		Sales	Sales
	Sales	38.05	14.49
	Receipts against sales	(26.95)	(10.19)
	Rent	0.02	0.10
	Outstanding as at the end of the period	(3,795.59)	(2,237.36)
v) Wilmar Sugar Pte. Ltd.			
1 Nature of transaction		Purchases	Purchases
	Advance for purchases	4,522.39	7,606.12
	Trade Advances Received	-	(1,249.01)
	Purchase of Raw Sugar	(2,129.29)	(12,925.15)
	Payment Against Purchases	2,183.15	-
		Sales	Sales
	Sales	1,832.51	5,296.28
	Receipts against sales	(2,806.81)	(3,195.07)
	Interest Paid	-	(13.84)
	Other Income/(expense)	-	116.91
	Outstanding as at the end of the period	(751.34)	(4,353.29)
vi) Wilmar Sugar (Myanmar) Pte. Ltd.			
1 Nature of Transactions		Sales	Sales
	Sales	-	0.60
	Receipts against Sales	-	(0.60)
	Outstanding as at the end of the period	-	-
vii) Great Wall - Wilmar Holdings Limited			
1 Nature of transaction		Sales	Sales
	Sale of Services	-	0.17
	Outstanding as at the end of the period	-	-
viii) Wilmar Sugar Holding Pte. Ltd.			
1 Nature of transaction		Equity Contribution	Equity Contribution
	Volume of transaction	5,170.43	5,170.43
ix) Wilmar Continental Edible Oils And Fats (Pty) Ltd.			
1 Nature of transaction		Purchases & Sales	Purchases & Sales
	Volume of transaction	-	1.36
	Outstanding as at the end of the period	-	-
x) Wilmar Sugar Brasil Commercial Ltda - Sao Paulo			
1 Nature of transaction		Purchases & Sales	Purchases & Sales
	Trade Advances Received	-	(249.86)
	Sales	-	314.03
	Receipts against Sales	-	(64.09)
	Other Income/(expense)	-	0.02
	Outstanding as at the end of the period	0.10	0.10

CONSOLIDATED NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

		Year Ended 31st March, 2016	Year Ended 31st March, 2015
xi) Jawanani Rafinasi (JMR)			
1 Nature of transaction	Purchases & Sales		Purchases & Sales
Sale of Others	46.48		-
Receipts against Sales	(38.07)		-
Outstanding as at the end of the period	8.41		-
B a) Transactions with Key Management Personnel (Directors)			
Particulars	Amount		Amount
Remuneration including contributions to PF	37.69		65.10
Outstanding remuneration payable	1.92		-
1 Nature of transaction	Rent Paid		Rent Paid
Volume of transactions during the year	1.38		3.78
Outstanding as at the end of the year	-		-
	Loans/Advances		Loans/Advances
Loans/Advances given during the year	3.96		2.50
(Repayment of Loans)/Advances during the year	(3.67)		(0.21)
Outstanding as at the end of the year	-		2.29
b) Transactions with Key Management Personnel (Others)			
Particulars	Amount		Amount
Remuneration including contributions to PF	21.66		20.98
Outstanding remuneration payable	-		-
Nature of transaction	Rent Paid		Rent Paid
Loans/Advances given during the year	3.00		1.45
(Repayment of Loans)/Advances during the year	(3.70)		(5.05)
Outstanding as at the end of the year	-		0.70

xi. Derivative instruments and Unhedged foreign currency exposure**(a) Category wise nominal value of derivatives instruments outstanding is as under:**• **For Hedging currency and interest rate risks:**

Sr No.	Particulars	31st March, 2016	31st March, 2015
1	Forwards	536	11,623
2	Currency Swaps	-	1,480
3	Currency Options	(662)	(3,125)
4	Interest Rate Swaps	-	1,978
TOTAL		(126)	11,956

• **For Hedging commodity risks**

Particulars	31st March, 2016	31st March, 2015
For White Sugar Sales	74,250	129,100
For Raw Sugars Sales	-	195,275
For Raw Sugar Purchases	95,148	-

(b) Unhedged foreign currency exposures is as under:

Particulars	31st March, 2016	31st March, 2015
Payables	54,023.82	49,337
Receivables	3,501.31	3,223

CONSOLIDATED NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

xii. The Company has made an investment in its subsidiary company Shree Renuka Global Ventures Ltd., Mauritius. This investment is stated at its carrying amount of ₹ 18,245.25 Mn., made by this subsidiary company in the step down subsidiary company Shree Renuka do Brasil Participacoes Ltda. , (SRDBPL). SRDBPL together with all its subsidiaries have filed for Protection on 28th September 2015 under Judicial Recovery (Law 11.101/2005-Recuperacao Judicial) in the designated court in the capital of the State of Sao Paulo, Brazil. SRDBPL along with its subsidiaries has filed the proposal for Reorganization Plan before the designated court. Impairment in the value of investments, if any, will be considered after the receipt of the Judgement of the court.

xiii. Enterprises consolidated as subsidiary in accordance with Accounting Standard 21-Consolidated Financial Statements.

Name of the Enterprise	Country of Incorporation	Proportion of ownership interest
Renuka Commodities DMCC, Dubai	Dubai	100.00%
Shree Renuka Global Ventures Ltd., Mauritius	Mauritius	99.91%
Shree Renuka East Africa Agriventures PLC, Ethiopia	Ethiopia	99.99%
Lanka Sugar Refinery Company (Private) Limited	Srilanka	100.00%
Gokak Sugars Ltd.	India	93.64%
Shree Renuka Agriventures Ltd.	India	100.00%
Monica Trading Private Limited	India	100.00%
Shree Renuka Tunaport Pvt. Ltd.	India	100.00%
KBK Chem Engineering Pvt Ltd.	India	100.00%
Shree Renuka do Brasil Participações Ltda.	Brazil	100.00%
Shree Renuka São Paulo Participações Ltda.	Brazil	100.00%
Renuka do Brasil S/A	Brazil	59.41%
Revati S.A- Acucar e Alcool	Brazil	100.00%
Renuka Geradora de Energia Elétrica Ltda	Brazil	99.99%
Renuka Cogeração Ltda	Brazil	99.99%
Revati Geradora de Energia Elétrica Ltda	Brazil	99.99%
Revati Agropecuaria Ltda.	Brazil	99.99%
Apoena Logistica E Comercio De Productos Agricolas Ltda	Brazil	100.00%
Renuka Vale do IVAI S/A	Brazil	100.00%
Ivaicana Agropecuaria Ltda.	Brazil	99.99%
Biovale Comercio de Leveduras Ltda.	Brazil	99.99%
Ivai Logistica Ltda.	Brazil	100.00%

xiv. Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary / Associates / Joint Ventures.

Name of the Enterprise	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount
Parent				
Shree Renuka Sugars Limited	(180.03%)	32,260.34	15.73%	(2,852.80)
Subsidiaries				
Indian				
Gokak Sugars Ltd.	(1.22%)	218.96	(0.28%)	51.55
Shree Renuka Agriventures Ltd.	1.01%	(180.68)	0.10%	(18.84)
Monica Trading Private Limited	0.23%	(41.95)	(0.01%)	2.38
Shree Renuka Tunaport Pvt. Ltd.	0.00%	0.10	0.00%	-
KBK Chem Engineering Pvt Ltd.	2.35%	(420.60)	0.90%	(163.70)

CONSOLIDATED NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

Name of the Enterprise	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount
Foreign				
Renuka Commodities DMCC, Dubai	(44.52%)	7,977.26	5.02%	(909.63)
Shree Renuka Global Ventures Ltd., Mauritius	(126.78%)	22,719.04	0.01%	(1.99)
Shree Renuka East Africa Agriventures PLC, Ethiopia	(0.04%)	6.97	0.00%	-
Lanka Sugar Refinery Company (Private) Limited	0.00%	0.57	0.01%	(1.21)
Shree Renuka do Brasil Participações Ltda.	(5.48%)	981.33	(0.32%)	57.17
Shree Renuka São Paulo Participações Ltda.	(42.28%)	7,576.50	0.12%	(21.36)
Renuka do Brasil S/A	183.42%	(32,869.20)	57.10%	(10,355.58)
Revati S.A- Acucar e Alcool	(21.88%)	3,920.91	0.97%	(176.65)
Renuka Geradora de Energia Elétrica Ltda	1.62%	(289.96)	3.20%	(580.82)
Renuka Cogeração Ltda	(12.97%)	2,324.70	0.00%	(0.08)
Revati Geradora de Energia Elétrica Ltda	(23.04%)	4,128.41	2.87%	(519.73)
Revati Agropecuaria Ltda.	62.82%	(11,257.69)	29.72%	(5,390.11)
Apoena Logistica E Comercio De Productos Agricolas Ltda	0.03%	(5.79)	0.00%	(0.57)
Renuka Vale do IVAI S/A	28.55%	(5,115.87)	16.09%	(2,917.33)
Ivaicana Agropecuaria Ltda.	5.54%	(992.13)	6.92%	(1,254.52)
Biovale Comercio de Leveduras Ltda.	(2.45%)	439.63	0.12%	(21.47)
Renuka Trading Ltd.	0.00%	-	0.00%	-
Ivai Logistica Ltda.	0.03%	(5.69)	0.00%	-

xv. Previous year's figures have been regrouped /rearranged wherever necessary to conform to the current year grouping.

CONSOLIDATED NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

Annexure-A

Statement pursuant to first proviso to sub-section (3) of section 129 of the Companies Act, 2013, read with rule 5 of Companies (Accounts) Rules, 2014 in the prescribed Form AOC-1 relating to subsidiary companies

Sl No.	Name of the Subsidiary	Reporting Currency	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investment other than investment in subsidiary	Turnover (including other income)	Profit/(Loss) Before Taxation	Provision for Taxation	Profit/(Loss) After Taxation	Proposed Dividend	% of Share Holding
1	Renuka Commodities DMCC, Dubai	INR	4.97	7,972.29	27,370.85	19,393.59	-	17,447.45	(909.63)	-	(909.63)	-	100%
2	Parana Global Trading (FZE)	AED	0.40	496.00	1,571.62	1,075.22	-	977.03	(50.95)	-	(50.95)	-	-
		AED	-	-	-	-	-	-	-	-	-	-	-
3	Shree Renuka Global Ventures Ltd., Mauritius	INR	22,694.22	24.82	22,735.31	16.27	-	-	(1.99)	-	(1.99)	-	100%
		USD	477.29	(0.24)	477.29	0.25	-	-	(0.03)	-	(0.03)	-	-
4	Shree Renuka East Africa Agriventures PLC, Ethiopia	INR	5.19	1.78	7.01	0.04	-	-	-	-	-	-	99.99%
		USD	0.11	-	0.11	0.00	-	-	-	-	-	-	-
5	Lanka Sugar Refinery Company (Private) Limited	INR	5.77	(5.20)	2.95	2.38	-	-	(1.21)	-	(1.21)	-	-
		LKR	13.73	(13.00)	5.95	2.87	-	-	(2.55)	-	(2.55)	-	100.00%
6	Gokak Sugars Ltd.	INR	351.75	(132.79)	1,440.69	1,221.73	-	2,823.45	78.11	(26.56)	51.55	-	93.64%
7	Shree Renuka Agriventures Ltd.	INR	2.50	(183.18)	5.76	186.44	-	0.98	(18.84)	-	(18.84)	-	100.00%
8	Monica Trading Private Limited	INR	0.10	(42.05)	255.98	297.93	-	7.04	2.98	(0.60)	2.38	-	100.00%
9	Shree Renuka Tunaport Pvt. Ltd.	INR	0.10	-	7.15	7.05	-	-	-	-	-	-	100.00%
10	KBK Chem Engineering Pvt Ltd.	INR	16.91	(437.51)	955.99	1,376.59	-	355.26	(163.88)	0.17	(163.70)	-	100.00%
11	Shree Renuka do Brasil Participações Ltda.	BRL	839.78	(786.38)	229.40	176.01	-	-	3.11	-	3.11	-	100.00%
		INR	15,434.65	(14,453.32)	4,216.27	3,234.94	-	-	57.17	-	57.17	-	-
12	Shree Renuka São Paulo Participações Ltda.	BRL	600.11	(187.88)	465.44	53.22	-	-	(1.16)	-	(1.16)	-	100.00%
		INR	11,029.72	(3,453.22)	8,554.58	978.08	-	-	(21.36)	-	(21.36)	-	-
13	Renuka do Brasil S/A	BRL	1,246.61	(3,034.97)	1,483.38	3,271.74	-	660.56	(563.43)	-	(563.43)	-	59.41%
		INR	22,911.98	(55,781.19)	27,263.82	60,133.02	-	12,140.84	(10,355.58)	-	(10,355.58)	-	-
14	Revati S.A- Açúcar e Alcool	BRL	306.17	(92.84)	840.73	627.40	-	355.04	(2.64)	(6.97)	(9.61)	-	100.00%
		INR	5,627.28	(1,706.37)	15,452.15	11,531.24	-	6,525.51	(48.51)	(128.14)	(176.65)	-	-
15	Renuka Geradora de Energia Elétrica Ltda	BRL	28.75	(44.52)	86.23	102.01	-	24.88	(30.01)	(1.59)	(31.60)	-	99.99%
		INR	528.38	(818.34)	1,584.85	1,874.80	-	457.34	(551.58)	(29.25)	(580.82)	-	-
16	Renuka Cogeração Ltda	BRL	126.62	(0.14)	126.49	0.00	-	-	(0.00)	-	(0.00)	-	99.99%
		INR	2,327.26	(2.57)	2,324.78	0.08	-	-	(0.08)	-	(0.08)	-	-
17	Revati Geradora de Energia Elétrica Ltda	BRL	221.88	2.74	314.96	90.34	-	48.21	(27.81)	(0.47)	(28.28)	-	99.99%
		INR	4,077.99	50.42	5,788.85	1,660.44	-	885.99	(511.17)	(8.56)	(519.73)	-	-
18	Revati Agropecuaria Ltda.	BRL	552.35	(1,164.86)	368.63	981.15	-	89.82	(293.24)	(0.03)	(293.27)	-	99.99%
		INR	10,151.85	(21,409.54)	6,775.31	18,033.00	-	1,650.76	(5,389.53)	(0.58)	(5,390.11)	-	-
19	Apoena Logística E Comercio De Produtos Agrícolas Ltda	BRL	0.01	(0.33)	-	0.32	-	-	(0.03)	-	(0.03)	-	100%
		INR	0.18	(5.98)	-	5.79	-	-	(0.57)	-	(0.57)	-	-

CONSOLIDATED NOTES TO ACCOUNTS

FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

All amounts in million Indian Rupees, unless otherwise stated.

Sl No.	Name of the Subsidiary	Reporting Currency	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investment other than investment in subsidiary	Turnover (including other income)	Profit/(Loss) Before Taxation	Provision for Taxation	Profit/(Loss) After Taxation	Proposed Dividend	% of Share Holding
20	Renuka Vale do IVAI S/A	BRL	(278.35)	-	525.47	803.81	28.39	188.26	(177.92)	19.19	(158.73)	-	100%
		INR	(5,115.87)	-	9,657.81	14,773.67	521.80	3,460.08	(3,270.12)	352.79	(2,917.33)	-	
21	Ivaicana Agropecuaria Ltda.	BRL	(53.98)	-	133.80	187.78	0.11	29.88	(68.26)	-	(68.26)	-	99.99%
		INR	(992.13)	-	2,459.18	3,451.31	1.94	549.18	(1,254.52)	-	(1,254.52)	-	
22	Biovale Comercio de Leveduras Ltda.	BRL	23.92	-	26.53	2.61	-	0.34	0.24	(1.41)	(1.17)	-	99.99%
		INR	439.63	-	487.54	47.91	-	6.34	4.49	(25.96)	(21.47)	-	
23	Renuka Trading Ltd.	BRL	-	-	-	-	-	-	-	-	-	-	
		INR	-	-	-	-	-	-	-	-	-	-	
24	Ivai Logistica Ltda.	BRL	0.03	(0.34)	0.00	0.31	-	-	-	-	-	-	100%
		INR	0.55	(6.24)	0.00	5.69	-	-	-	-	-	-	

Assets and Liabilities and Income and Expenditure have been converted from reporting currency into Rupees as on 31st March, 2016 at following exchange rate-

Reporting Currency	Conversion Rate	
	Assets/Liabilities	Income/Expenses
UAE Dirham (AED)	18.0368	17.8576
United States Dollar (USD)	66.25	65.5907
Brazilian Reais (BRL)	18.3795	18.3326
Sri Lankan Rupees	0.4975	0.5006

* Total assets includes Current and non current assets.

** Total liabilities include current liabilities and non current liabilities.

To be read with our report of even date
For Ashok Kumar, Prabhashankar & Co.,
Chartered Accountants
Firm Regn.No : 0049825

For and on behalf of the Board

K. N. Prabhashankar
Partner
Membership No.19575

Vidya M. Murkumbi
Executive Chairperson
DIN: 00007588

Narendra M. Murkumbi
Vice-Chairman & Managing Director
DIN: 00009164

Place: Mumbai
Date : May 30, 2016

K. K. Kumbhat
Chief Financial Officer

Naveen Manghani
Company Secretary
ACS No.: 20720

NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting of Shree Renuka Sugars Limited will be held on Tuesday, September 27, 2016 at Maratha Mandir Hall, Near Railway Over Bridge, Khanapur Road, Belagavi – 590 006 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and the Auditors thereon; and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mrs. Vidya Murkumbi (DIN 00007588), who retires by rotation and, being eligible, offers herself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. Ashok Kumar, Prabhashankar & Co., Chartered Accountants (Firm Registration No. 004982S), be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. **To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder and of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. Bhupatrai M. Premji (DIN 07223590), who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 22, 2016 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act and in respect of whom

the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a period of 3 (three) consecutive years with effect from August 22, 2016.”

5. **To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder and of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. Dorab E. Mistry (DIN 07245114), who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 22, 2016 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a period of 3 (three) consecutive years with effect from August 22, 2016.”

6. **To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder and of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Stephen Ho Kiam Kong (DIN 07584449), who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 22, 2016 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

7. To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 including the rules and guidelines issued thereunder, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations"), the Banking Regulation Act, 1949, (including any statutory modification(s) or re-enactment thereof for the time being in force), and any modifications thereto, the Shareholders hereby approve and ratify all the terms and conditions of the Common Loan Agreement dated 16th June, 2016 (the "CLA") entered into between the Company and the JLF Lenders and the consent of the shareholders be and is hereby accorded to the Board of Directors of Shree Renuka Sugars Limited ("the Company"), (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof), to accept the conversion right, exercisable by the JLF Lenders to enable them to convert a part of the loan into such maximum number of equity shares of the Company as mentioned in the Explanatory Statement, in accordance with the terms and conditions as mentioned in the CLA entered into between the Company and the JLF Lenders or as agreed between the Company and the JLF Lenders; and the Board be and is hereby authorized to create, offer, issue and allot in one or more tranches, upto such number of Equity Shares having a face value of ₹ 1/- (Rupee One) to each of the JLF Lenders as mentioned in the Explanatory Statement at the price determined in accordance with Chapter VII of the SEBI ICDR Regulations, subject to minimum price of ₹ 16.56 per equity share, on the terms and conditions mutually agreed by and between the Board and the JLF Lenders, including as has been approved by the respective JLF Lenders and communicated/to be communicated to the Company vide their respective Sanction Letters and set forth under the CLA subject to the following conditions:

- (i) On receipt of notice from each of the JLF Lenders wishing to exercise their conversion right from time to time, the Company shall issue and allot from time to time upto such number of fully paid-up Equity Shares to the JLF Lenders as mentioned in the Explanatory Statement to this resolution and the JLF Lenders shall accept the same in satisfaction of the part of the facilities so converted; and unless otherwise required under the applicable law, the date of receipt of such notice by the Company from each JLF Lender shall be the Relevant Date for determining price under Chapter VII of the SEBI ICDR Regulations;
- (ii) part of the facilities so converted shall cease to carry any interest as from the date of conversion and the facilities shall stand correspondingly reduced;
- (iii) The equity shares so issued and allotted to the JLF Lenders shall rank pari passu with the existing Equity Shares in all respects;
- (iv) In the event of the JLF Lenders exercising the conversion right as aforesaid, the Company shall get the Equity Shares, issued to the JLF Lenders as a result of the conversion, listed with the Stock Exchanges in accordance with applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution(s), the Board of Directors be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing, apply for in-principle listing approval of the equity shares to be issued and allotted upon the conversion; to determine and decide the terms and conditions of the issue of equity shares; and to modify, accept and give effect to any modifications in the terms and conditions of the issue as may be deemed fit by the Board; or as may be required by the statutory, regulatory and other appropriate authorities (including but not limited to SEBI, RBI, etc.) and such other approvals and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue and allotment of shares upon conversion, pricing of the issue, relevant date for determining the price of the issue, offer and allotment of the equity shares, terms and conditions of allotment of equity shares and to execute all such deeds, documents, writings, agreements, applications or any other documents in connection with the proposed issue and allotment of equity shares as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Members or otherwise with the intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in regard of the issue, offer or allotment of the shares and the utilisation of the issue proceeds as the Board may deem fit and proper; or as per the terms with the JLF Lenders; and to give such directions and/or instructions and/or modifications

as it may decide from time to time including the modification in the price of the issue of shares, the relevant date for determining the price, the terms and conditions of issue of shares upon conversion etc.; and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, to vary the size of the issue, appoint banks and other intermediaries or agencies or consultants concerned or as the Board may suo moto decide in its absolute discretion in the best interests of the Company without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution; and to do all such acts, deeds, matters to do things whatsoever and that all or any of the powers conferred on the Board vide this resolution may be exercised by the Board;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors, Key Managerial Personnel, Officers of the Company."

8. To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any amendments thereto or statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the approval of the Central Government, if required, subject to all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, consent of the members be and is hereby accorded for payment of existing / same remuneration to Mr. Narendra Murkumbi, Vice Chairman & Managing Director of the Company (DIN 00009164), as per the terms and conditions approved by the Members at the Sixteenth Annual General Meeting of the Company held on July 27, 2012 as mentioned herein below, as minimum remuneration for the period from April 1, 2016 till completion of his term on September 19, 2017 in view of the Company having no/inadequate profits, with the liberty to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee of the Board) to revise, amend, alter and vary the terms and conditions of his remuneration in

such manner as may be permitted in accordance with the provisions of the Act and as may be agreed to by and between the Board and Mr. Narendra Murkumbi;

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits of the Company in any financial year during the term of office of Mr. Narendra Murkumbi as Vice Chairman & Managing Director, he shall be paid remuneration as set out in the Explanatory Statement referred to above as the Minimum Remuneration subject to the approval of the Central Government, if required;

RESOLVED FURTHER THAT in the event of the Central Government providing its approval subject to any modification(s) / alteration(s), the remuneration of Mr. Narendra Murkumbi shall be such as may be approved by the Central Government. However, in the event of the Central Government not providing its approval, Mr. Murkumbi shall be entitled to receive such amount as minimum remuneration as is permissible under Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force);

RESOLVED FURTHER THAT the Board or a duly constituted Committee thereof be and is hereby authorised to do all such acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. To consider and if thought fit, to pass the following resolution as a Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Section 188 if and to extent applicable, and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into related party transaction(s) including material related party transactions of purchase and / or sale of sugar and / or coal and to renew these transactions, from time to time, at any time in future, as per details given below:

Sr. No.	Name of Related Party/ Entity	Nature of Relationship	Nature and Particulars of Contract	Estimated amount per annum (₹ in Crores)
1)	Adani Wilmar Limited	Entity & Company are joint ventures of the same third party, Wilmar Group	Purchase/ sale of sugar/coal	4,000
2)	Wilmar Sugar Pte. Ltd.	Entity & Company is subsidiary/ joint venture of the same third party, Wilmar Group	Purchase/ sale of sugar	1,000

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things; to finalise or vary the terms and conditions of the transactions with the aforesaid parties; and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and / or expedient for giving effect to this resolution."

10. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), payment of remuneration of ₹ 4,50,000/- (Rupees Four Lakhs Fifty Thousand only) (plus service tax and out-of-pocket expenses, if any, for the purpose of Audit) to M/s B. M. Sharma & Co., Cost Accountants (Firm Registration No. 00219) appointed as Cost Auditors by the Board of Directors of the Company for conducting the cost audit for the financial year ending March 31, 2017, be and is hereby approved;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors
for **Shree Renuka Sugars Limited**

Place: **Mumbai**
Date: **August 22, 2016**

Naveen Manghani
Company Secretary

Regd. Office:
BC 105, Havelock Road,
Camp, Belagavi – 590 001.

NOTES:

- The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the special business under item Nos. 4 to 10 is annexed hereto.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- The instrument appointing Proxy(ies) must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect, at any time between 9 a.m. and 6 p.m. during the working days of the Company, the proxies lodged provided not less than three days' notice in writing of the intention so to inspect is given to the Company.
- Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 20, 2016 to Tuesday, September 27, 2016, (both days inclusive).
- This Notice is being sent to all the Members, whose names appear in the Register of Members / Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on August 19, 2016.

7. Electronic copy of the Annual Report for the year ended March 31, 2016 including the Notice of the 20th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail ID(s) are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the above mentioned documents is being sent in the permitted mode.
8. Members/proxies are requested to hand over the duly filled in and signed Attendance Slip, at the entrance of the Hall while attending the meeting.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. As required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the provisions of Secretarial Standard-2 on General Meetings the relevant information in respect of the Directors seeking appointment / re-appointment / fixation of remuneration at the Annual General Meeting is provided in the Report on Corporate Governance forming part of the Annual Report.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants ("DPs") with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agents of the Company viz. Karvy Computershare Pvt. Ltd. ("KARVY").
12. All relevant documents referred to in the accompanying Notice are open for inspection by members at the Registered and Corporate Office of the Company on all working days except Saturdays, Sundays and public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.
13. Members holding shares in physical mode are requested to advise about change of address to KARVY and members holding shares in electronic mode are requested to intimate their respective DPs about any change of address or Bank mandate and NOT to the Company or KARVY.
14. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 (corresponding to Section 205C of the Companies Act, 1956), as amended and rules thereof, dividend which remains unpaid or unclaimed for a period of 7 (seven) years will be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, the Company has transferred the unpaid/ unclaimed dividend for the financial year 2007-08 to IEPF. Members who have not encashed their dividend warrant(s) for earlier years are requested to make their claim by specifying their Folio No./DP ID and Client ID to the Registrar and Share Transfer Agent, Karvy Computershare Private Limited, Plot No. 17 to 24, Vittalrao Nagar, Madhapur, Hyderabad-500 081, e-mail: einward.ris@karvy.com. Unpaid/Unclaimed dividend for the financial year 2008-09, must be claimed on or before November 4, 2016 as amount remaining unclaimed after the said date, would be transferred to IEPF.
- 15. Members who have not registered their e-mail addresses so far are requested to register/ update their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars etc. in respect of shares held in demat mode, e-mail addresses can be registered with the depository and members who hold shares in physical form are requested to register their e-mail addresses with KARVY.**
16. In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote.
17. The facility for voting through ballot paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper.
18. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
19. Remote E-Voting:
 - I. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and

Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

(A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants(s)], the Member needs to follow the following steps:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be the EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be DP ID and Client ID of the Member. The password will be mentioned in the email received by you from Karvy. However, if you are already registered with Karvy for e-voting, you need to use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Name of the Company'

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.

ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email gururajmutalik@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_Event No."

(B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:

- i. E-Voting Event Number (EVEN), User ID and Password are provided in the Attendance Slip.
 - ii. Please follow all steps from Sl. No. (i) to (xii) of Note 19(I)(A) above to cast your vote by electronic means.
- II. Other Instructions:
- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. K. S. Reddy (Unit: Shree Renuka Sugars Ltd.) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
 - b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - c. The remote e-voting period commences on September 23, 2016 (9.00 A.M. IST) and ends on September 26, 2016 (5.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 20, 2016, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
 - d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. September 20, 2016.
 - e. In case a person has become a Member of the Company after dispatch of AGM

Notice but on or before the cut-off date for E-voting i.e., September 20, 2016, he/she may obtain the User ID and Password in either manner as mentioned below:

- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL:
MYEPWD <SPACE> IN12345612345678

Example for CDSL:
MYEPWD <SPACE> 1402345612345678

Example for Physical:
MYEPWD <SPACE> XXXX1234567890

- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password; or
- iii. Member may call Karvy's toll free number 1800-3454-001; or
- iv. Member may send an e-mail request to evoting@karvy.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 4 & 5:

The Board of Directors at its meeting held on August 22, 2016 appointed Mr. Bhupatrai M. Premji and Mr. Dorab E. Mistry as Additional Directors of the Company as per the provisions of Sections 161, 149 and 152 of the Companies Act, 2013 ("the Act") for a period of 3 (three) consecutive years effective from August 22, 2016, subject to the approval of the members.

In terms of Section 161 of the Act, they would hold office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Bhupatrai M. Premji and Mr. Dorab E. Mistry as Independent Directors of the Company.

The Nomination and Remuneration / Compensation Committee has recommended the appointment of Mr. Bhupatrai M. Premji and Mr. Dorab E. Mistry as Independent Directors.

Mr. Bhupatrai M. Premji and Mr. Dorab E. Mistry are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Director. The Company has also received declaration from the aforesaid directors that they meet with the criteria of independence as prescribed both under 149(6) of the Act and under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Bhupatrai M. Premji and Mr. Dorab E. Mistry fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations and are also independent of the management.

Considering their expertise and vast knowledge of Mr. Bhupatrai M. Premji and Mr. Dorab E. Mistry, it is in the interest of the Company that they appointed as Independent Directors of the Company. Brief resumes of Mr. Premji and Mr. Mistry, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36(3) of the Listing Regulations and under the provisions of Secretarial Standard-2 on General Meetings are provided in the Corporate Governance Report forming part of the Annual Report.

Copy of the draft letters of appointment of Mr. Premji and Mr. Mistry as Independent Directors setting out the terms and conditions are available for inspection by Members at the Registered Office of the Company. This Statement may also be regarded as a disclosure under the Listing Regulations.

Mr. Bhupatrai M. Premji and Mr. Dorab E. Mistry are interested in the resolution set out at Item Nos. 4 & 5 of the Notice, respectively, with regard to their appointment. The relatives of Mr. Premji and Mr. Mistry may be deemed to be interested in the resolution set out at Nos. 4 & 5 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in these resolutions.

The Board recommends the Ordinary Resolutions set out at Item Nos. 4 & 5 of the Notice for approval of the shareholders.

Item No. 6:

Pursuant to the terms of the Joint Venture (JV) Agreement with Wilmar Sugar Holdings Pte Ltd., (WSH) dated February 20, 2014, WSH nominated directorship of Mr. Stephen Ho Kiam Kong. The Board of Directors at its meeting held on August 22, 2016 has appointed Mr. Stephen Ho Kiam Kong as Additional Director of the Company with effect from August 22, 2016 as per the provisions of Section 161 of the Companies Act, 2013 ("the Act") to hold office from the date of the said meeting till the date of the ensuing Annual General Meeting of the Company.

The Nomination and Remuneration / Compensation Committee has recommended the appointment of Mr. Stephen Ho Kiam Kong as Director of the Company.

The Company has received notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Stephen Ho Kiam Kong for the office of Director of the Company, liable to retire by rotation.

Mr. Stephen is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Considering his expertise and vast knowledge of Mr. Stephen Ho Kiam Kong, it is in the interest of the Company that he be appointed as Director of the Company. Brief resume of Mr. Stephen Ho Kiam Kong, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationship between directors inter-se as stipulated under Regulation 36(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and under the provisions of Secretarial Standard-2 on General Meetings are provided in the Corporate Governance Report forming part of the Annual Report. This Statement may also be regarded as a disclosure under the Listing Regulations.

Mr. Stephen Ho Kiam Kong is interested in the resolution set out at Item No. 6 of the Notice, with regard to his appointment. The relatives of Mr. Stephen may be deemed to be interested in the resolution set out at Item No. 6 of the Notice, to the extent of his shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the shareholders.

Item No. 7:

The Company has been referred to the Joint Lenders' Forum ("JLF") as per the guidelines framed by the Reserve Bank of India ("RBI"). The JLF has approved a rectification package under the Corrective Action Plan and all the participating lenders namely IDBI Bank Ltd., ICICI Bank Ltd., Standard Chartered Bank, Axis Bank Ltd., Kotak Mahindra Bank Ltd., State Bank of India, Yes Bank Ltd., RBL Bank Ltd., Export Import Bank of India, ("JLF Lenders"), under the JLF have formed the Joint Lenders' Forum. The Company and the JLF Lenders have entered the Common Loan Agreement on June 16, 2016.

The JLF has formulated a rectification package under the Corrective Action Plan, the terms whereof have been specifically captured in the said Common Loan Agreement ("the CLA") dated June 16, 2016, entered into between the Company and the JLF Lenders, for early resolution of the stress in the account of the Company as per the guidelines issued by the RBI from time to time. In terms of the rectification package under the Corrective Action Plan approved by JLF, the aforesaid JLF Lenders have sanctioned to the Company an aggregate financial assistance of ₹ 2,899.12 crores.

Pursuant to the CLA, the JLF Lenders are inter-alia entitled to convert at their option a part of the loan granted by them to the Company into fully paid-up Equity Shares (which right is hereinafter referred to as the "Conversion Right") upto the maximum limit for each of the JLF Lenders as mentioned herein below:

Lenders	Maximum Number of Shares to be issued and allotted upon conversion
IDBI Bank Ltd.	24,572,913
ICICI Bank Ltd.	29,154,303
Standard Chartered Bank	16,435,338
Axis Bank Ltd.	5,061,956
Kotak Mahindra Bank Ltd.	4,425,047
State Bank of India	4,901,767
Yes Bank Ltd.	3,363,958
RBL Bank Ltd.	2,659,129
Export Import Bank of India	2,306,714
Total	92,881,125

In accordance with Section 62(3) of Companies Act, 2013, the terms of the CLA containing the Conversion Right has to be approved by the shareholders of the Company via a special resolution.

The Conversion Right shall be at a price as determined in accordance with Chapter VII of SEBI ICDR Regulations subject to minimum price of ₹ 16.56 per share. Unless otherwise required by the applicable law, the Relevant Date for determining price as per Chapter VII of SEBI ICDR Regulations shall be the date of receipt of the Notice by the Company from each JLF Lender requesting to convert part of the facilities into equity shares in pursuance of the Resolution at Item 4 of this Notice.

In view of this, the loans from each JLF Lender to the Company shall stand reduced to the extent of the conversion thereof to the equity shares. The Conversion Right shall be available to the JLF Lenders for the period of 36 months from the June 16, 2016 i.e. date of execution of the Common Loan Agreement between the Company and the JLF Lenders. After the allotment of all the equity shares as mentioned hereinabove, the shareholding of the Promoters & Promoter Group of the Company shall stand reduced to 50.41% of the post allotment paid-up capital of the Company from the present 55.45%.

The Board of Directors, at its meeting held on May 30, 2016, subject to the necessary approvals from the members and other authorities, if any, approved the conversion of a part of the facilities granted by the JLF Lenders in the equity shares as hereinabove mentioned. In accordance with the provisions of Section 62(3) of the Companies Act, 2013, it is proposed to obtain approval of the Members for conversion of the loans granted by the JLF Lenders into equity shares as mentioned hereinabove.

The Board of Directors recommends passing of the Special Resolution at Item no. 7 of the Notice. None of the Directors and Key Managerial Personnel of the Company, and their relatives are in any way concerned or interested in the said Resolution, except and to the extent of their shareholding in the Company.

Item No. 8:

The members of the Company had at the 16th Annual General Meeting (AGM) of the Company held on July 27, 2012, had approved re-appointment of Mr. Narendra Murkumbi as the Vice Chairman and Managing Director of the Company for a period of 5 years w.e.f. September 20, 2012 including the terms of remuneration. During the Financial Year 2012-13, the Company had adequate profits and the managerial remuneration approved by the shareholders as aforesaid was well within the limits specified under the Companies Act, 1956. However, during the financial year 2013-14, in view of the loss incurred by the Company, the approval of the shareholders by way of special resolution was obtained through Postal Ballot on April 7, 2014 for payment of the existing/same remuneration as mentioned above as approved by the

shareholders at the 16th AGM of the Company, for a period of 3 years w.e.f. April 1, 2013 to March 31, 2016, subject to the approval of the Central Government. Subsequently, the Company had made an application to the Central Government seeking approval for payment of the aforesaid remuneration to Mr. Narendra Murkumbi for the financial years 2013-14, 2014-15 and 2015-16. The Central Government on December 5, 2014 approved payment of full remuneration to Mr. Murkumbi for the financial year 2013-14. However, for the subsequent financial years i.e. 2014-15 and 2015-16, the Central Government approved payment of part remuneration to Mr. Murkumbi based on the Effective Capital of the Company. Accordingly, the Company made payment of remuneration to Mr. Narendra Murkumbi for the aforesaid financial years as per the approval of the Central Government.

Since the approval of the shareholders on April 7, 2014, by way of special resolution through the postal ballot, was obtained for three financial years i.e. from April 1, 2013 to March 31, 2016, the approval of the shareholders is being sought vide Resolution at Item No. 8 for payment of remuneration to Mr. Narendra Murkumbi for the period from April 1, 2016 till completion of his term on September 19, 2017 on the same terms and conditions including remuneration as approved by the shareholders at the 16th AGM of the Company as minimum remuneration as stated below considering the performance, increased role and responsibilities, experience, rich knowledge, leadership capabilities and entrepreneurship skills of Mr. Narendra Murkumbi, subject to the approval of the Central Government, if any, which has been approved by the Board of Directors of the Company upon the recommendation of Nomination and Remuneration/ Compensation Committee at their meetings held on February 9, 2016:

Salary, Perquisites and Allowances:

a) Salary:

₹ 10,00,000/- (Rupees Ten Lakhs only) per month with such increments as may be decided from time to time by the Board of Directors of the Company at its absolute discretion but not exceeding ₹ 15,50,000/- (Rupees Fifteen Lakhs Fifty Thousand only) per month during the period of office. However, he shall not be paid sitting fees for attending meetings of the Board or Committees thereof.

b) Commission:

Payable for each financial year up to 1% of net profits of the Company for that financial year as may be decided by the Board of Directors from time to time. The amount of Commission shall be payable after the annual accounts are approved by the Board of Directors and adopted by the shareholders.

c) Perquisites:

- i) Contribution to provident fund to the extent not taxable under the Income Tax Act, 1961;
- ii) Gratuity payable at the rate not exceeding half month's salary for each completed year of service;
- iii) Leave with full pay or encashment thereof as per the Rules of the Company;
- iv) Reimbursement of actual medical expenses incurred in India and/or abroad and including hospitalization, nursing home and surgical charges for himself and immediate family and in case any medical treatment abroad, the traveling boarding and lodging expenses for patient and attendant is also payable;
- v) Reimbursement of actual traveling expenses for proceeding on leave from Belagavi / Mumbai to any place in India / abroad and return therefrom once in a year, for self and family;
- vi) House Rent Allowance at the rate of 50% of the salary or Rent free furnished accommodation in lieu thereof, with gas, electricity, water and furnishings and other amenities;
- vii) Reimbursement of entertainment expenses incurred in the course of business of the Company;
- viii) Fees for upto two clubs membership for corporate purposes including joining fees and lifetime fees;
- ix) Personal accident insurance policy in accordance with the scheme applicable to senior employees of the Company
- x) Free use of Company's car for Company's work as well as for personal purposes along with driver;
- xi) Free telephone, telefax and other communication facilities at residence including Mobile to be used for the business of the Company.

d) Evaluation of perquisites:

Perquisites shall be evaluated as per Income Tax Rules wherever applicable and in absence of any such rule perquisites shall be evaluated at actual cost.

e) Overall Remuneration:

The aggregate salary and perquisites in any financial

year shall not exceed the limits prescribed from time to time under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act as may for the time being be in force.

f) Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Schedule V to the Act.

General terms & conditions:

Mr. Murkumbi shall be reimbursed all expenses including traveling, communication and entertainment incurred by him in connection with the Company's business.

The statement as required under Section II of Part II of the Schedule V to the Act with reference to Special Resolution at Item No. 8 is annexed hereto as Annexure. The details required under the provisions of Secretarial Standard-2 on General Meetings are provided in the Corporate Governance Report forming part of the Annual Report.

In pursuance of the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013 and subject to the approval of the Central Government, if any, the terms of remuneration of Mr. Narendra Murkumbi as Vice Chairman and Managing Director as specified above are now being placed before the Members for their approval.

The Board recommends the Resolution at Item No. 8 of the Notice for approval of the Members by way of a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 other than Mrs. Vidya Murkumbi and Mr. Narendra Murkumbi and their relatives.

Item No. 9

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no company shall enter into transactions with a Related Party except with the consent of the Board and Members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis.

The transactions with the related parties as per resolution no. 9 are at arm's length and in the ordinary course of business of the Company.

Further, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure requirements) Regulations 2015 ("Listing Regulations"), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties require approval of the Members of the Company through ordinary resolution. Material Related Party Transaction means any transaction entered either individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company, as per the last audited financial statements of the company.

The Company proposes to enter into transaction with related parties as provided in Resolution at Item No. 9, from time to time, at the agreed terms of the transactions between the parties. The Audit Committee has approved the said related party transactions which were placed before it in its meeting and has noted that these transactions are in the ordinary course of business and are at arm's length. Further, the management also believes that transactions under these contracts are on an arm's length basis. Further, the said transactions may qualify as material Related Party transactions under the Listing Regulations. Accordingly, the members' approval is sought for the same.

Information relating to transactions is as under viz., names of the related parties and relationships, monetary value of the transactions are mentioned in the resolution. The terms are determined from contract to contract, as agreed between the parties; and the transactions are in the ordinary course of the business of the Company and are at arm's length basis. Any other information relevant or important for the members to make a decision on the transaction is not applicable.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the resolution except Mr. Jean-Luc Bohbot and Mr. Stephen Ho Kiam Kong by virtue of their positions as Managing Director and Director, respectively in Wilmar Sugar Pte. Ltd.; and Mr. Atul Chaturvedi by virtue of his position as Whole-time Director in Adani Wilmar Limited.

The Directors recommend the Resolution as stated at Item No. 9 of the Notice for approval of the Members by way of an Ordinary Resolution.

Item No. 10:

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment and payment of remuneration of ₹ 4,50,000/- (Rupees Four Lakhs Fifty Thousand only) (plus service tax and out-of-

pocket expenses, if any,) to M/s B. M. Sharma & Co., Cost Accountants as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 10 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in the resolution set out at Item No. 10 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 10 of the Notice for approval of the shareholders.

By Order of the Board of Directors
for **Shree Renuka Sugars Limited**

Place: **Mumbai**

Date: **August 22, 2016**

Naveen Manghani

Company Secretary

Regd. Office:

BC 105, Havelock Road,
Camp, Belagavi – 590 001.

ANNEXURE

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013 WITH REFERENCE TO THE RESOLUTION AT ITEM NO. 8 OF THIS NOTICE OF ANNUAL GENERAL MEETING IS AS UNDER:

General Information:

1. Nature of Industry: Manufacturing, producing of Sugar, Power and Ethanol.
2. Date of commencement of commercial activities: Crushing season 1998-99.
3. In case of new companies expected date of commencement of activities as per Project approved by Financial Institutions appearing in the Prospectus: Not applicable.
4. Financial performance based on given indicators:

Sr. No.	Particulars	₹ in Million		
		Audited figures for the year ended 31.03.2016	Audited figures for the year ended 31.03.2015	Audited figures for the year ended 31.03.2014
1.	Total Revenue	58,642	57,481	65,771
2.	Profit/(Loss) before tax	(4,313)	(4458)	(6,208)
3.	Net Profit/(Loss)	(2,853)	(2951)	(4,661)
4.	Paid up share capital	929	929	671
5.	Reserves & Surplus	31,332	14,449	12,686

5. Foreign Investments or Collaborations, if any: Investments in Overseas Companies as on March 31, 2016 is ₹ 18,255 Million. There is no foreign Collaborations.

Information about the appointee:

✓ **Mr. Narendra Murkumbi**

1. Background details: Mr. Narendra Murkumbi is an Electronics Engineer and has completed his MBA from the Indian Institute of Management, Ahmedabad, in 1994. He co-founded Shree Renuka Sugars Limited and in the last 18 years, the Company has become a fully integrated sugar manufacturer, which also has large power generation, ethanol and sugar refining capacities. Today, it runs seven integrated sugar mills in India and two sugar refineries, one on each coast. He served as Director of ICICI Bank Limited, ICICI Securities Limited, ICICI Investment Management Company Limited and National Commodity & Derivatives Exchange Limited
2. Past Remuneration: Basic Salary ₹ 10,00,000/- per month and perquisites, reimbursements and allowances as per the terms of appointment and rules of the Company.
3. Recognition or awards: Mr. Narendra Murkumbi was chosen as the "Entrepreneur of the Year - 2010" by The Economic Times Awards, 2010 for creating a highly successful modern agri business, creating a unique sugar company and making bold acquisition in the world's largest sugar producing country, Brazil. Under his leadership the Company also lifted ET's 'Emerging Company of the Year - 2011':
4. Job Profile and his Suitability: The Managing Director is in-charge of overall operations of the Company with substantial powers of management and general conduct, except in the matters which may be specifically required to be done by the Board either by the Companies Act, 2013 or by the Articles of Association of the Company and shall also exercise and perform such powers and duties as the Board of Directors of the Company may from time to time determine and shall also do and perform all other acts and things which in the ordinary course of business may be considered necessary or proper or in the interest of the Company. Under his guidance, the Company has grown rapidly, through organic and inorganic means, to become one of the largest sugar & ethanol producers in the world today. The Company is one among the youngest sugar companies in India,

becoming a global agri-business and bio-energy corporation. Payment of above mentioned remuneration to Mr. Narendra Murkumbi is considered suitable, considering his qualifications, expert knowledge and his experience in sugar sector

5. Remuneration proposed: As detailed in the Explanatory Statement.
6. Comparative remuneration profile: Taking into consideration the size and past performance of the Company and the responsibilities shouldered by him and as per the industry benchmarks, the remuneration paid to Mr. Narendra Murkumbi is commensurate with the remuneration packages paid to similar senior level appointees in other companies.
7. Pecuniary Relationship: Mr. Narendra Murkumbi is a Promoter Director, holding 1,08,12,905 equity shares of Re.1/- each representing 1.16% of the paid-up capital of the Company. He receives lease rent in connection with the properties situated at BC 105, Belagavi given on lease basis to the Company where the Company's Registered Office is situated. Apart from receiving remuneration and lease rent as mentioned hereinabove and dividend, if any declared, on the shares held, he does not receive any other benefits from the Company. The appointee is related to Mrs. Vidya Murkumbi, Executive Chairperson and promoter of the Company.

Other Information:

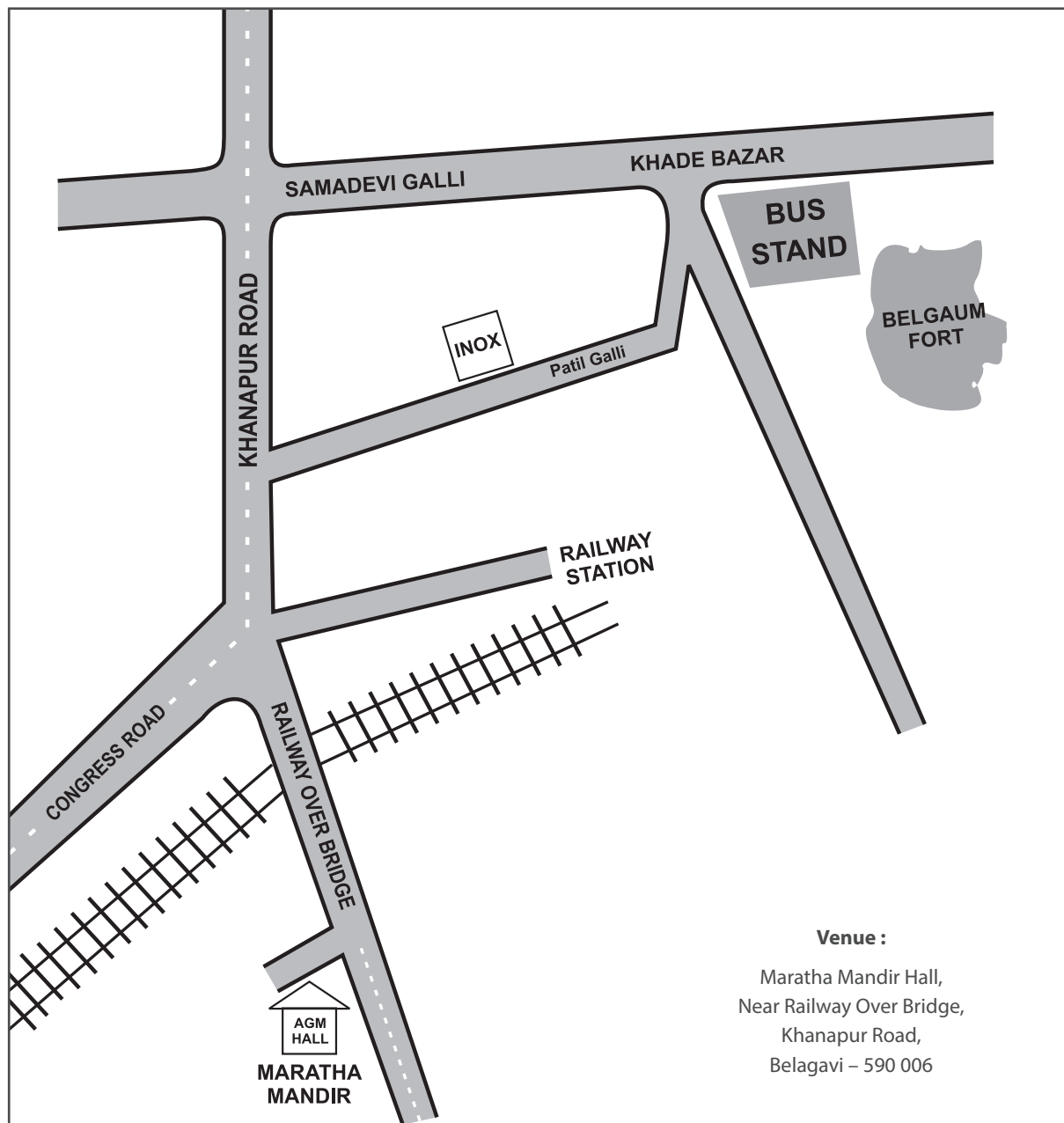
1. Reasons for loss or inadequate profits: During the financial year ended March 31, 2016, the Company has incurred net loss of ₹ 2,853 Million due to surplus availability of sugar, lower realisations coupled with relatively lower sugar recoveries and higher cane prices which severely impacted the sugar margins of the Company.
2. Steps taken or proposed to be taken for improvement: Recently, in view of increase in the sugar prices, the Company has witnessed improvement in operational income. This trend is expected to continue resulting in better financial performance of the Company. The government has also taken various initiatives which may result in reviving the growth in sugar industry.
3. Expected increase in productivity and profits in measurable terms: In the recent developments of increase in the sugar prices and implementation of government policies are expected to result in increasing the operational income of the Company.

Disclosures:

The following disclosures are mentioned in the Board of Director's report under the heading "Corporate Governance Report" of the Company:

1. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the directors;
2. Details of fixed component and performance linked incentives along with the performance criteria;
3. Service contracts, notice period, severance fees;
4. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

ROUTE MAP OF AGM VENUE



Notes

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Registered Office

BC 105, Havelock Road, Camp, Belagavi-590 001.

Tel: 91-831-2404000 | Fax: 91-831-2469891

www.renukasugars.com