



28th May 2019

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai – 400 051

Dept. of Corporate Service
BSE Limited
P. J. Towers, Dalal Street
Mumbai – 400 001

NSE Symbol: **RENUKA**

BSE Scrip Code: **532670**

Dear Sirs,

Sub.: Annual Secretarial Compliance Report for the financial year ended 31st March 2019

Ref.: SEBI Circular No. CIR/CFD/CMDI/27/2019 dated 8th February 2019

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we enclose the Annual Secretarial Compliance Report for the financial year 2018-19.

You are requested to take the above information on records.

Thanking you,

Yours faithfully,
For **Shree Renuka Sugars Limited**

Deepak Manerikar
Company Secretary

Encl: as above

Shree Renuka Sugars Limited

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DVD & ASSOCIATES

Company Secretaries

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Annual Secretarial Compliance Report of SHREE RENUKA SUGARS LIMITED for the year ended 31st March, 2019.

We, DVD & Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by Shree Renuka Sugars Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:
 - I. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
 - II. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **[Not applicable during the review period]**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **[Not applicable during the review period]**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **[Not applicable during the review period]**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not applicable during the review period]**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **[Not applicable during the review period]**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



and based on the above examination, I/We hereby report that, during the Review Period:

(i) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Deviations	Observations/ (Regulations/ Remarks of the Practicing Company Secretary)
1	<i>Non-compliance with corporate governance requirement - non-compliance regarding appointment of woman director on the Board of the Company for the third quarter ended 31st December 2018, and upto 7th February 2019 in the fourth quarter ended 31st March 2019.</i>	Non – Appointment of Woman Director on the Board of Directors of the Company.	The Company has appointed woman Director on 8 th February 2019 and also have paid the penalty for the period of non-compliance.

(a) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued there under insofar as it appears from my/our examination of those records.

(b) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No	Action taken by	Details of violation	Details of action taken	Observations/ remarks of the Practicing Company Secretary, if any.
1	<i>National Stock Exchange of India Limited</i>	<i>Non-compliance with corporate governance requirement - non-compliance regarding appointment of woman director on the Board of the Company for the third quarter ended 31st December 2018, and upto 7th February 2019 in the fourth quarter ended 31st March 2019.</i>	The National Stock Exchange sent a notice for non compliance.	The Company has appointed woman Director on 8 th February 2019 and also have paid the penalty for the period of non-compliance
2.	<i>BSE limited</i>	<i>Non-compliance with corporate governance requirement - non-compliance regarding appointment of woman director on the Board of the Company for the third quarter ended 31st December 2018, and upto 7th February 2019 in the fourth quarter ended 31st March 2019.</i>	BSE Limited sent a notice for non compliance.	The Company has appointed woman Director on 8 th February 2019 and also have paid the penalty for the period of non-compliance



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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NA	NA	NA	NA	NA

FOR DVD & ASSOCIATES
COMPANY SECRETARIES




DEVENDRA DESHPANDE
FCS No. 6099
CP No. 6515

Place: Pune
Date: 28.05.2019