

DVD & ASSOCIATES

Company Secretaries

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Pune | Mumbai | Kolhapur | Yavatmal | Dubai

**FORM NO. MR-3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2020

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
SHREE RENUKA SUGARS LIMITED
2nd and 3rd Floor, Kanakashree Arcade,
CTS No. 10634, JNMC Road, Nehru Nagar,
Belagavi 590010

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by M/s. SHREE RENUKA SUGARS LIMITED (hereinafter called "the Company").

The Secretarial Audit was conducted for the period from 1st April 2019 to 31st March 2020, in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances of the Company and expressing our opinion thereon. We have been engaged as Secretarial Auditors of the Company to conduct the Audit of the Company to examine the compliance of Companies Act and the laws specifically listed below.

Based on our 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2020, 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2020 according to the provisions of the following list of laws and regulations. These documents were examined on computer using audio visual means because of the lockdown. The documents provided to us were treated as final for verification purposes as per the declaration given by the Management of the Company. The physical verification of certain documents was not possible due to lockdown condition in India during the Audit period. The following are our observations on the same:

(i) The Companies Act, 2013 (the Act) and the Rules made there under: The Company has satisfactorily complied with the provisions of the Companies Act, 2013 and the Rules made there under and there are no discrepancies observed by us during the period under review.

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under: The Company has complied with the provisions of The Securities Contracts (Regulation) Act, 1956 ('SCRA').



(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under:

The Company is a listed public company the shares are in dematerialised form and the Company has complied with the provisions of The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.

(iv) The Company has satisfactorily complied with the provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings and there are no discrepancies observed by us during the period under review.

(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, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 **(Not applicable for the period under review);**

(e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable for the period under review);**

(f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable for the period under review);**

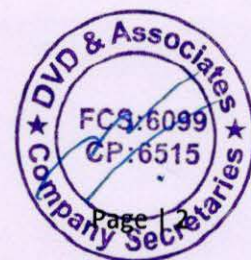
(g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable for the period under review);**

The Company is a listed Company and provisions of Regulations and Guidelines mentioned above and prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are duly complied by the Company.

I further report that, as per the opinion of the officers of the Company and information provided by them there are following specific applicable laws on the basis of activities of the Company have been substantially complied with:

- a. Sugar Cess Act, 1982
- b. The Sugar (Control) Order, 1966
- c. The Sugarcane (Control) Order, 1966
- d. FSSAI, 2006
- e. Essential Commodities Act, 1955
- f. Indian Boilers Act, 1923
- g. The Electricity Act, 2003
- h. The Legal Metrology Act, 2009



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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India. The Company has duly complied with the Secretarial Standards for the period under review.

(ii) The Listing Agreement entered into by the Company with BSE Limited and National Stock Exchange Of India Limited, Mumbai in respect of Shares issued by the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the applicable provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. which are mentioned above.

We further report that:-

There are adequate systems and processes in the company commensurate with its size & operation to monitor and ensure compliance with applicable laws including general laws, labour laws, competition law and environmental laws.

The Board of Directors of the Company is duly constituted with proper balance of appointment of Independent Directors as required by Section 149 of the Companies Act, 2013.

Adequate notice is given to all directors about the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting. All decisions at Board Meetings were carried out with requisite majority as recorded in the minutes of the meetings of the Board of Directors.

We further report that during the audit period no major decisions, these were specific events/ actions have occurred which has a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. except the following:

a. There was a Show Cause Notice issued by IEPF authorities in respect of transfer of shares to IEPF to which the Company has replied satisfactorily and there were no further queries raised by them till the date of issue of this report.

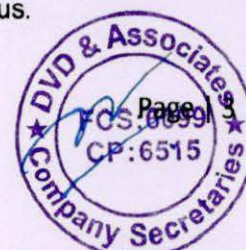
b. There was a Notice issued by Enforcement Director under FEMA to which the Company has replied satisfactorily and there were no further queries raised by them till the date of issue of this report.

c. Board has given its in- principle approval for the merger of Shree Renuka Sugars Limited with Gokak Sugars Limited.

d. During the year company adopted new set of Articles of Association.

e. There was a re-classification of authorized share capital and consequent alteration to the Capital Clause of the Memorandum of Association from Rs. 25,15,00,00,000/- divided into 2,90,00,00,000 Equity Shares of Re. 1/- each; 51,01,41,365 0.01% Compulsory Convertible Preference Shares of Rs. 16.27/- each; 9,40,00,000 0.01% Redeemable Preference Shares of Rs. 100/- each and 4,55,00,000 0.01% Optionally Convertible Preference Shares of Rs. 100/- each to Rs. 25,15,00,00,000/- divided into 8,00,00,00,000 Equity Shares of Re. 1/- each and 17,15,00,000 Preference Shares of Rs. 100/- each on 22nd July 2019.

f. Company ceased to hold more than 50% control over Shree Renuka Global Ventures Limited, Mauritius (SRGVL), an indirect wholly owned subsidiary of the Company incorporated in Mauritius.



g. Company has taken approval for issuing 1,25,00,000, 5% Redeemable Cumulative Preference Shares (RCPS) having face value of Rs. 100 through private placement basis by conversion of Non-Convertible Debentures(NCDs). Issuance of the RCPS is pending as on the date of this report.

h. The Company has passed following resolutions under the Postal ballot method on 15th July 2019:

- a. Adoption of new set of Articles of Association
- b. Reclassification of Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association
- c. Issue of Redeemable Preference Shares (RPS) by conversion of Non-Convertible Debentures (NCDs)
- d. Re-appointment of Mr. Surender Kumar Tuteja as an Independent Director
- e. Re-appointment of Mr. Bhupatrai Premji as an Independent Director
- f. Re-appointment of Mr. Dorab Mistry as an Independent Director
- g. Appointment of Ms. Priyanka Mallick as an Independent Director
- h. Appointment of Mr. Atul Chaturvedi as Executive Chairman
- i. Revision of remuneration of Mr. Vijendra Singh, Whole-time Director
- j. Approval for material related party transactions
- k. Approval for Loan to Gokak Sugars Limited
- l. Cease to exercise control over the subsidiary

**FOR DVD & ASSOCIATES
COMPANY SECRETARIES**


Devendra Deshpande
FCS No. 6099
CP No. 6515



Place: Pune
Date: 07.07.2020
UDIN: F006099B000423956

ANNEXURE A

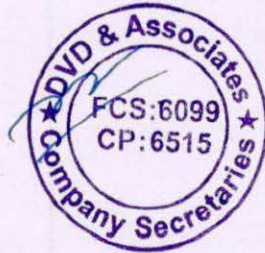
To,

The Members
Shree Renuka Sugars Limited
2nd and 3rd Floor, Kanakashree Arcade,
CTS No. 10634, JNMC Road, Neharu Nagar,
Belagavi
Belgaum 590010

Our 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. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures 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 DVD & ASSOCIATES
COMPANY SECRETARIES**



DEVENDRA DESHPANDE
FCS No. 6099
CP No. 6515

Place : Pune
Date : 07.07.2020
UDIN: F006099B000423956