

THIRU AROORAN SUGARS LIMITED

Report on Corporate Governance for the Quarter ending September 30,2018

I. Composition of Board of Directors

Title	Name of the Director	DIN	Category (Chairperson /Executive/ Non-Executive/ Independent /Nominee)	Date of Appointment in the current term/Cessation	Tenure	No. of Directorship in listed entities including this listed entity	No. of Memberships in Audit/ Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity
Mr.	R V Tyagarajan	02266945	Chairperson and Executive Director	November 01, 2017	Not Applicable	1	3	Nil
Mrs.	Malathi Ram Tyagarajan ****	00938836	Non Executive	September 30, 2017 / September 30, 2018	Not Applicable	1	1	Nil
Mr.	V Thirupathi	00024627	Independent & Non Executive	September 30, 2017	5 years*	1	4	4
Mr.	R Vijayaraghavan	00026763	Independent & Non Executive	September 29, 2014/ July 30, 2018	**	4	8	4
Mr.	Vikram Vijayaraghavan	01944894	Non Executive	August 13,2018 /September 30, 2018	***	1	2	—

For THIRU AROORAN SUGARS LIMITED


 Chairman & Managing Director

- * Mr. V Thirupathi – for a term of five consecutive years i.e. from the date of 61st Annual General Meeting held on September 30,2017 till the date of 66th Annual General Meeting (2022).
- ** Mr. R Vijayaraghavan, Independent & Non-Executive Director of the Company has, vide his letter dated July 28, 2018 tendered his resignation and ceased to be the Director of the Company with effect from July 30,2018.
- *** Mr. Vikram Vijayaraghavan has been appointed as Additional Director of the Company by the Board Of Directors at their meeting held on August 13, 2018 to hold office until the date of forthcoming Annual General Meeting (AGM) or till September 30,2018, the last date of holding AGM. Mr Vikram Vijayaraghavan, has ceased to be the Director of the Company at the close of September 30, 2018, pursuant to Section 161(1) of the Companies Act, 2013.
- **** Mrs. Malathi Ram Tyagarajan has ceased to hold office as Director on September 30,2018 in view of not convening of AGM before September 30,2018. However she has been appointed as Additional Director with effect from October 01,2018


For THIRU AROORAN SUGARS LIMITED


Chairman & Managing Director

II. Composition of Committees

	Name of the Committee	Name of Committee Members	Category
1	Audit Committee	Mr. V Thirupathi Mr. Vikram Vijayaraghavan Mr. R V Tyagarajan	Chairman – Non Executive – Independent Non Executive Executive – Non Independent
2	Nomination & Remuneration Committee	Mr. V Thirupathi Mr. Vikram Vijayaraghavan Mrs. Malathi Ram Tyagarajan	Chairman – Non Executive – Independent Non Executive Non Executive
3	Risk Management Committee	Not Applicable	
4	Stakeholders Relationship Committee	Mr. V Thirupathi Mr. Vikram Vijayaraghavan	Chairman – Non Executive – Independent Non Executive

For THIRU AROORAN SUGARS LIMITED


Chairman & Managing Director

III. Meeting of the Board of Directors

Date(s) of Meeting in the previous quarter	Date(s) of Meeting in the relevant quarter	Maximum gap between any two consecutive Meeting
June 12, 2018	August 13, 2018 August 14, 2018	12.06.2018 to 13.08.2018 - 61 days 13.08.2018 to 14.08.2018 - 0 days

IV. Meeting of Committees

Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met	Date(s) of Meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee: August 14, 2018	Yes (All the 3 members were present)	Audit Committee: June 12, 2018	12.06.2018 to 14.08.2018 - 62 days

V. Related Party Transactions (RPT)

Subject	Compliance Status
<i>whether prior approval of Audit Committee obtained</i>	Yes
<i>Whether shareholder approval obtained for material RPT</i>	Not Applicable
<i>whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee</i>	Yes

For THIRU ARDORAN SUGARS LIMITED


Chairman & Managing Director

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015
2. The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
3. The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015.
4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015.
5. This Report will be placed before the Board of Directors at the ensuing Board Meeting.



R V TYAGARAJAN
CHAIRMAN AND MANAGING DIRECTOR



Place: Chennai
Date : October 15,2018