

## THIRU AROORAN SUGARS LIMITED

### Report on Corporate Governance for the Quarter ending December 31,2015

#### 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, 2012	Not Applicable	1	4	Nil
Mrs.	Malathi Ram Tyagarajan	00938836	Non Executive	December 15, 2015	Not Applicable	1	2	Nil
Mr.	V Thirupathi	00024627	Independent & Non Executive	September 29, 2014	3 years*	1	2	2
Mr.	R Vijayaraghavan	00026763	Independent & Non Executive	September 29, 2014	5 years**	5	5	5

\* Mr. V Thirupathi – for a term of three consecutive years i.e. from the date of 58<sup>th</sup> Annual General Meeting held on September 29,2014 till the date of 61<sup>st</sup> Annual General Meeting (2017).

\*\* Mr. R Vijayaraghavan – for a term of five consecutive years i.e. from the date of 58<sup>th</sup> Annual General Meeting held on September 29,2014 till the date of 63<sup>rd</sup> Annual General Meeting (2019).

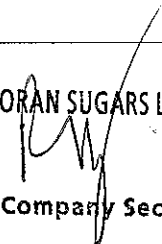
For THIRU AROORAN SUGARS LIMITED

  
Company Secretary

## II. Composition of Committees

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

For THIRU AROORAN SUGARS LIMITED

  
Company Secretary


### 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
August 12,2015 September 24,2015	November 02,2015 November 11,2015 December 14,2015	12.08.2015 to 24.09.2015 - 42 days 24.09.2015 to 02.11.2015 - 38 days 11.11.2015 to 14.12.2015 - 32 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
<b>Audit Committee:</b> November 11,2015	Yes (All the 3 members were present)	<b>Audit Committee:</b> August 12,2015	12.08.2015 to 11.11.2015 - 90 days
<b>Nomination &amp; Remuneration Committee:</b> Not Held	Not Applicable	<b>Nomination &amp; Remuneration Committee:</b> Not Held	Not Applicable
<b>Stakeholders Relationship Committee:</b> Not Held	Not Applicable	<b>Stakeholders Relationship Committee:</b> Not Held	Not Applicable

For THIRU AROORAN SUGARS LIMITED

  
Company Secretary

## V. Related Party Transactions (RPT)

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

## 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 R KARTHIKEYAN**  
**COMPANY SECRETARY**

