

## Annexure - VII to the Directors Report

**CORPORATE GOVERNANCE REPORT****COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

Riga Sugar Company Limited as a part of Dhanuka Group, has over the years endeavored to follow practice of Corporate Governance. Riga Sugar's business objective and that of its management and employees is to manufacture and market the Company's products so as to create value for consumers, farmers, shareholders, employees, and the national economy. In addition to compliance with regulatory requirements, Riga Sugar Company Limited endeavors to ensure that standards of ethical and responsible conduct are met throughout the organization.

**BOARD OF DIRECTORS:-**

The Board of Riga sugar Co. Ltd. as on 31st March, 2015 comprises of an Executive Chairman cum Managing Director (CMD) and five other Directors including a Women Director. The day to day affairs of the company is managed by CMD. The composition of the Board is in conformity with section 149 of the Companies Act, 2013 and clause 49 of the Listing agreement entered into with the Stock Exchanges. The Composition, attendance at the Board meeting & last Annual General Meeting, Outside Directorship and other Board Committees are given below.

During the year ended 31st March, 2015, eight board meetings were held. The company held at least one meeting in every quarter and the time gap between two board meetings did not exceed 120 days as prescribed under Clause 49. The details are as follow:-

Sl. No.	Date of Board Meeting	Board Strength	No. of Directors Present	No. of Independent Directors Present
1	25.05.2014	6	6	4
2	29.05.2014	6	5	3
3	12.08.2014	6	5	3
4	26.09.2014	6	5	3
5	08.11.2014	6	5	3
6	14.02.2015	6	4	3
7	17.03.2015	6	5	3
8	31.03.2015	6	4	3

The composition of the Board of Directors as at 31st March, 2015, the number of other Boards of Directors or Board Committees of which he/she is a member/Chairperson and the attendance of each director at these Board Meetings and the last Annual General Meeting was as under:

Directors	Category	No. of Outside Directorship Held (Public Ltd. Co.)	No. of Membership (Chairmanship) In Board Committees	No. of Board Meetings Attended	Attendance At previous AGM held 11.09.2014	Shareholding in the Company
Mr. O. P. Dhanuka Chairman & Managing Director	Promoter & Executive	3	Nil	7	Yes	Nil
Mr. Pankaj Tibrawalla Resigned w.e.f. 25.03.2015	Non- Promoter & Non-Executive	2	1	7	Yes	Nil
Mr. Suyash Borar	Independent & Non-executive	Nil	1	2	No	Nil
Mr. S. K. Goenka	-do-	3	2	8	Yes	Nil
Mr. N. C. Majumdar	-do-	Nil	-	7	Yes	Nil
Mr. Sarad Jha	-do-	3	2	8	Yes	Nil
Mrs. Sulekha Dutta Appointed w.e.f. 31.03.2015	-do-	1	1	N.A.	N.A.	Nil

**Note 1:** number of directorship in other companies excludes directorship in private limited companies, foreign companies and companies incorporated under section 8 of the Companies Act, 2013.

**Note 2:** Board Committee chairmanship/memberships in other companies include only chairmanships/memberships of Audit Committees and Stakeholders Relationship Committee.

**Note 3:** Board committee memberships in other companies includes only chairmanships in committees of other companies.

**Note 4:** Mr.O.P.Dhanuka, CMD is related to Mr.Pankaj Tibrawalla, Director as per section 2(77) of the Companies Act, 2013. Pankaj Tibrawalla is 'son-in-law' of Mr. O.P.Dhanuka.

All the independent directors qualify the conditions for being independent director as prescribed under clause 49. The Board periodically reviews compliance reports of all laws applicable to the Company and necessary steps are being taken to ensure the compliance in law and spirit.

As required under Annexure I to clause 49 of the Listing Agreement with the Stock Exchanges, all the necessary information were placed before the Board from time to time.

The company pays to its non-executive Directors as sitting fees, an amount of Rs.2,500/- per meeting for attending meetings of the Board of Directors.

#### **Code of Conduct**

The company has adopted a code of conduct for its non-executive Directors and all non-executive Directors have affirmed compliances with the said code. All senior Management of the company have also affirmed compliance with the Code of Conduct. The code of conduct is also displayed on the website of the company [www.rigasugar.com](http://www.rigasugar.com).

#### **Maximum tenure of independent directors**

The maximum tenure of independent directors is in accordance with the Companies Act, 2013 and clause 49 of the Listing Agreement.

#### **Formal Letter of appointment to independent directors**

The company issue a formal letter of appointment to independent directors in the manner as provided in the Companies Act, 2013 and clause 49 of the Listing agreement. The terms and conditions of appointment of independent directors are placed on the company' website.

#### **Performance evaluation**

Pursuant to the provisions of the Companies Act, 2013 and clause 49 of the Listing Agreement, the Board of Directors has carried out an annual performance evaluation of its own performance, and that of its Committee and individual Directors.

A structured questionnaire was prepared after taking into consideration input received from the Directors , covering many aspects of the Board functioning. The performance evaluation of the independent directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-independent directors was carried out by independent directors. The Nomination and Remuneration Committee also carried out evaluation of every director's performance. The directors expressed their satisfaction with the evaluation process.

#### **Independent Directors meeting**

In compliance with schedule IV of the Companies Act, 2013 and revised clause 49 of the Listing Agreement, the independent directors held their separate meeting on 17th March 2015, without the attendance of non-independent directors and members of management to review the performance of non-independent directors and chairman of the Board, assess their quality , quantity and timeliness of flow of information between company Management and the Board .

All Independent Director except Mr. Suyash Borar were present at the meeting. The independent directors present at the meeting deliberated on the above and expressed their satisfaction.

Transaction with Board Members. KMP and Senior Management.

There were no materially significant transactions during the Financial Year with Board Members and Senior Management , including their relatives that had or could have has a potential conflict of interest with the company. The Annual Report of the company contains a certificate duly signed by Managing Director in this regard.

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## **BOARD COMMITTEES**

### **AUDIT COMMITTEE**

The Audit committee has been constituted in line with provisions of clause 49 of the Listing Agreement and section 177 of the Companies Act, 2013.

The audit Committee has been vested with the following powers:

- (a) To investigate any activity within its terms of reference
- (b) To seek information from any employee.
- (c) To obtain outside legal and other professional advice.
- (d) To secure attendance of outsiders with relevant expertise, if it consider necessary.

### **Role of Audit Committee**

- (1) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- (2) Recommending to the Board, the appointment, remuneration and terms of appointment of the statutory auditor.
- (3) Approval of payment of statutory auditors for any other services rendered by the statutory auditors.
- (4) Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:-
  - (a) 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.
  - (b) Changes, if any, in accounting policies and practices and reasons for the same.
  - (c) Major accounting entries involving estimates based on the exercise of judgment by management.
  - (d) Significant adjustments made in the financial statements arising out of audit findings
  - (e) Compliance with listing and other legal requirements relating to financial statements
  - (f) Disclosure of any related party transactions
  - (g) Qualifications in the draft audit report.
- (5) Reviewing , with the management, the quarterly financial statements before submission to the Board for approval.
- (6) Reviewing with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), 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.
- (7) Review and monitor the auditors's independence and performance , and effectiveness of audit process.
- (8) Approval or any subsequent modification of transactions of the company with related parties;
- (9) Scrutiny of inter-corporate loans and investments;
- (10) Valuation of undertakings or assets of the company, wherever it is necessary;
- (11) Evaluation of internal financial controls and risk management systems;
- (12) Reviewing , with the management, performance of statutory and internal auditors, adequacy of internal control systems;
- (13) Reviewing the adequacy of the internal audit function, if any, 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.
- (14) Discussion with internal auditors of any significant findings and follow up there on;
- (15) Reviewing the finding 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 material nature and reporting the matter to the boards;
- (16) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well post-audit discussion to ascertain any area of concern;

- (17) To look into the reasons for substantial defaults in the payment to the depositors, debentures holders, shareholders (in case of non-payment of declared dividend) and creditors;
- (18) To review the functioning of Whistle Blower mechanism;
- (19) Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate;
- (20) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee may also review such matters as considered appropriate by it or referred by the Board.

The Audit Committee comprises of 3 directors, all of whom are Independent Directors. All of them are expert in corporate finance, accounts and corporate law. The company secretary acts as secretary of the committee. The CFO, Auditor, Internal Auditor and cost Auditor are the permanent invitee of the audit committee meeting. The Internal auditors report directly to the audit committee.

The Audit Committee of the Company met 4 times during the financial year 2014-15 on 27.05.2014, 11.08.2014, 07.11.2014 and 13.02.2015

**The composition and attendance at the audit committee meeting are as follow:-**

<u>Name of Members</u>	<u>Status</u>	<u>No. of Meetings attended</u>
Mr. Sarad Jha (Chairman)	Independent & Non-Executive	4
Mr. Suyash Borar	-do-	3
Mr.S.K.Goenka	-do-	4

Mr.Sarad Jha, Chairman attended the AGM held on 11.09 2014 and replied to the queries to the satisfaction of the shareholders.

**Nomination and Remuneration committee**

The Remuneration and Remuneration Committee identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and carry out evaluation of every directors performance. It shall carry out such other functions as may be required under the companies Act, 2013 and clause 49 of the Listing Agreement. The Nomination and Remuneration Committee comprises of 3 Directors all of whom are non-executive, Independent Directors. The members of the Committee are Mr.S.K.Goenka, Mr. Suyash Borar and Mr. N.C.Majumdar.

During the Financial Year 2014 -15 two Nomination and Remuneration Committee Meeting was held on 27th May, 2014 and 27th March, 2015. The composition and attendance of the members of the Nomination and remuneration Committee are as follow:-

<u>Name of Members</u>	<u>Status</u>	<u>No. of Meetings attended</u>
Mr.S.K.Goenka - (Chairman)	Independent & Non-Executive	2
Mr. Suyash Borar	-do-	2
Mr. N.C.Majumdar	-do-	2

**Remuneration Policy**

The Board on the recommendation of the Nomination and Remuneration Committee has framed a Remuneration Policy, providing (a) criteria for determining qualification, positive attributes and independence of directors and (b) a policy on remuneration for directors, key managerial personnel and other employees.

**REMUNERATION OF DIRECTORS FOR FINANCIAL YEAR 2014-15**

<u>Name of the Director</u>	<u>Sitting Fee</u>	<u>Salaries</u>	<u>Perquisites/ Benefits</u>	(Amount in Rs.) <u>Total</u>
Mr. O.P.Dhanuka, Chairman - Managing Director	--	18,15,000/-	4,79,146/-	22,94,146/-
Mr. P.Tibrawalla	17,500			17,500
Mr. S. Borar	-			-
Mr. S.K.Goenka	20,000			20,000
Mr.N.C.Majumdar	17,500			17,500
Mr.Sarad Jha	20,000			20,000

The Company does not have any stock option scheme.

The present appointment of the Managing Director is for a period of three years and is effective from 1st March, 2014 to 28th February, 2017.

#### Familiarization Programme

With a view to familiarizing the Independent Directors with the company's operations as required under clause 49 of the Listing Agreement, the company held various programme on continuous basis. The details of familiarization programmes are also placed on the companies website [www.rigasugar.com](http://www.rigasugar.com)

#### SHAREHOLDERS COMMITTEE

##### (i) Share Transfer Committee

The Share Transfer Committee was constituted to deal with various matters relating to share transfer/transmission, issue of duplicate share certificates, approving the split and consolidation request and other matters relating to transfer and registration of shares.

The members of the committee are Mr. O.P.Dhanuka, Mr. S.K. Goenka, and Mrs. Sulekha Dutta. Mr. S. Prasad, Company Secretary is Ex-officio Secretary of the Share Transfer Committee. During financial year 2014-15 10 No. of share transfer committee meetings were held 30.04.2014, 15.07.2014, 31.07.2014, 12.09.2014, 26.09.2014, 31.10.2014, 30.12.2014, 10.01.2015, 31.01.2015 and 28.02.2015.

##### (ii) Stakeholders Relationship Committee

In compliance with the provision of section 178 of the Companies Act, 2013 and clause 49 of the Listing Agreement the Board has constituted "Stakeholders Relationship Committee" to look into and resolve the Grievance of security holders of the company related to transfer of shares, non-receipt of annual report and non-receipt of dividend.

During the financial year 2014-15, the Committee met on 07.04.2014, 07.07.2014, 07.10.2014 and 07.01.2015 (four meetings).

The Composition and attendance of Stakeholder Relationship Committee during the year were as follows :

<u>Name of Members</u>	<u>Status</u>	<u>No. of Meetings attended</u>
Mr. S.K. Goenka	Independent & Non-Executive	4
Mr. Sarad Jha	-do-	4
Mr. Pankaj Tibrawalla • Resigned w.e.f. 25.03.2015.		4
Mrs. Sulekha Dutta *elected w.e.f. 31.03.2015	-do-	N.A.

Shareholder complaints received and redressed during the Financial Year 2014-15

Nature of Grievances	Complaints received from				Total Complaints received during 2014-15	Total Complaints resolved	No. of complaints outstanding as on 31st March, 2015
	Investors directly	Stock Exchange	SEBI 'SCORES'	ROC			
Non-receipt of Dividend	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Non-receipt of Share Certificate	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Non-receipt of Annual Reports	Nil	Nil	Nil	Nil	Nil	Nil	Nil

#### SUBSIDIARY COMPANY

The company has no subsidiary company.

**COMPLIANCE OFFICER**

Mr. S. Prasad, Company Secretary, is the Compliance Officer.

Address: Riga Sugar Co. Ltd.  
14, Netaji Subhas Road, Kolkata- 700 001  
Phone No. 033 2231 3414/15  
Fax: 033 2230 3663  
e-mail.:sprasad@rigasugar.in

**GENERAL BODY MEETING**

Location and time of last Annual General Meetings are as under:

<u>For Financial year ended</u>	<u>Venue</u>	<u>Date and time</u>	<u>No of Special Resolution passed</u>
31.03.2014	Sitaram Seksaria Sabhagar(Auditorium) Bhartiya Bhasa Parishad, 36A, Shakespeare Sarani, Kolkata- 700 017	11th September 2014 at 10.00 a.m.	4
31.03.2013	Sitaram Seksaria Sabhagar(Auditorium) Bhartiya Bhasa Parishad, 36A, Shakespeare Sarani, Kolkata- 700 017	27th September, 2013 at 10.00 a.m	None
31.03.2012	Sitaram Seksaria Sabhagar(Auditorium) Bhartiya Bhasa Parishad, 36A, Shakespeare Sarani, Kolkata- 700 017	27th September, 2012 at 10.00 a.m.	None

One Extra-Ordinary General Body Meeting was held during last 3 years on 06.11.2012. During last three years one deemed Extra-Ordinary General Meeting was held on 21st March, 2014 for declaration of result of resolution put through postal ballot.

In aforesaid Extra Ordinary General Meetings the following Resolutions were passed:

<u>Date of Extra Ordinary General Meeting/Postal Ballot</u>	<u>Resolution Description</u>	<u>Voting pattern</u>
EGM: 06.11.2012	Special Resolution in terms of section 81(1A) and all other applicable provisions, if any of the Companies Act, 1956 for issue of Convertible Equity Share Warrants on Preferential basis.	By show of hands

In Postal Ballot resolution passed on 21st March, 2014 the following resolution was passed:-

- (a) To give loan to any Body Corporate, to give any Guarantee or Counter Guarantee or security in connection to any person and acquire Shares and Securities of any other Body Corporate under 372A of the Companies Act, 1956.

**DISCLOSURES**

- (i) The details of related party transactions is mentioned in note no. 33 of financial statement. There was no materially significant related party transaction, which was considered to have conflict with the interest of the Company at large. The company has disclosed the policy of dealing with the related party transaction on its websites at [www.rigasugar.com](http://www.rigasugar.com).
- (ii) There has been one case of penalty for late filing of Annual Report to BSE within prescribed time limit. There was no other non-compliance, penalties or strictures imposed on the Company by the Stock Exchange, SEBI or any other statutory authority, on any matter relating to the capital markets, during the last three years.
- (iii) None of the Non-Executive Directors hold equity shares or convertible instruments of the Company as on 31.03.2015.
- (iv) The Company has followed the guidelines of Accounting Standards prescribed under the Companies (Accounting Standard) Rules, 2006 in preparation of its financial statements.
- (v) Pursuant to section 177(9) of the Companies Act, 2013 and clause 49 of the Listing Agreement, Whistle Blower Policy has been made in Board Meeting dated 25.05.2014.

The Whistle Blower Policy/Vigil Mechanism provides a mechanism for the director/employee to report violations without fear of victimization of any unethical behavior, suspected or actual fraud, violation of the code of conduct etc. which are detrimental to the organization's interest. The Whistle Blower Policy is placed on the companies website [www.rigasugar.com](http://www.rigasugar.com). During the year no personnel has been denied access to the Audit Committee.

- (vi) The company has no unlisted subsidiary company as defined in the clause 49 of the Listing Agreement.
- (v) Pursuant to the provisions of clause 49 of the Listing Agreement with the Stock Exchanges, the Managing Director and the CFO have issued a certificate to the Board, for the financial year ended 31st March, 2015.

#### MEANS OF COMMUNICATION

The Quarterly, Half yearly and Annual Results were published in the leading English and Bengali Newspapers such as 'The Financial Express, Business Standard and 'Ekdin' (Bengali). The Half-Yearly reports are not sent to household of shareholders. The Company's Website is [www.rigasugar.com](http://www.rigasugar.com), Official news release and presentations made to analysts are sent to the Stock Exchanges at Calcutta and Mumbai, where shares of the Company are listed.

The Company's Quarterly Results are available on [www.rigasugar.com](http://www.rigasugar.com)

As per Clause 52 of the Listing Agreement with stock exchanges, certain documents/information such as quarterly/annual financial results, shareholding pattern and corporate governance are accessible on the website [www.rigasugar.com](http://www.rigasugar.com)

The Company has designated separate section for redressal of the investor grievances and necessary disclosure to this effect in the Company's website [www.rigasugar.com](http://www.rigasugar.com) as well the email-id [sprasad@rigasugar.in](mailto:sprasad@rigasugar.in)

#### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry structure and developments, opportunities and threats, segment-wise or product-wise performance, outlook, risks and concerns of the Company and discussion on financial performance with respect to the operational performance, has been covered in the Director's Report.

The Company has an adequate system of internal controls to ensure that transactions are properly recorded, authorized and reported apart from safeguarding its assets. The internal control system is supplemented by well documented policies, guidelines and procedures and review carried out by the Company's internal audit function which submits reports periodically to the Management and the Audit Committee of the Board.

There has been no material development in Human Resources/Industrial Relations during the period covered by this Annual Report. Your Company has a favorable work environment that motivates performance, customer focus and innovation while adhering to the high degree of quality and integrity. Training programme are being organized to impart further innovative ideas and knowledge as well as to upgrade the skill of the employees.

Manpower figures of the Company as on 31.03.2015 was 636.

#### GENERAL SHAREHOLDERS INFORMATION

- (i) Annual General Meeting
- Date and Time : 29th September, 2015 at 10.00 a.m.
- Venue : Sitaram Seksaria Sabhagar (Auditorium)  
Bhartiya Bhasa Parishad,  
36A, Shakespeare Sarani,  
Kolkata- 700 017
- (ii) Financial Year Calendar for 2015-2016
- |   |  |
|---|--|
| Results for quarter ending, June, 2015      | second week of August, 2015  |
| Results for quarter ending, September, 2015 | second week of November, 2015  |
| Results for quarter ending, December, 2015  | second week of February, 2016  |
| Results for quarter ending March, 2016      | second week of May, 2016 (Unaudited)<br>OR last week of May, 2016 (if audited) |
- (iii) Date of Book Closure
- 26.09.2015 to 29.09.2015
- (iv) Outstanding ADRs/GDRs Warrants or any convertible instruments, conversion date and likely impact on equity
- 18,00,000 Equity Share Warrants allotted on 25th September, 2014 on Preferential Allotment basis, pending for conversion within 18 months. On full conversion the equity share will increase from 1,06,43,405 to 1,24,43,405.

#### LISTING OF EQUITY SHARES ON STOCK EXCHANGES AT

- (i) The Calcutta Stock Exchange Limited  
7, Lyons range, Kolkata - 700 001

- (ii) Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai - 400 001

**LISTING FEES**

Listing fee for the year 2014-15 and 2015-16 has been paid to the above Stock Exchanges.

**DEPOSITORIES**

- (i) National Securities Depository Limited  
Trade World, 4th Floor, Kamala Mills Compound  
Senapat Bapat Marg, Lower Parel  
Mumbai-400023
- (ii) Central Depository Securities Limited  
Phiroze Jeejeebhoy Towers, 28th Floor  
Dalal Street  
Mumbai-400023

**STOCK CODE**

- CSE Code 10028038
- BSE Code 507508
- ISIN Code INE 909 C01010

**STOCK MARKET DATA**

	Calcutta Stock Exchange(CSE)			Bombay Stock Exchange(BSE)		
	Month's high Price	Months Low Price	Volume	Month's high price	Month's low price	Volume
April . 2014	-	-	-	15.34	12.90	48755
May. 2014	-	-	-	15.85	11.11	52202
June. 2014	-	-	-	18.80	14.95	159684
July. 2014	-	-	-	18.20	13.60	20912
Aug. 2014	-	-	-	15.70	12.15	24143
Sept. 2014	-	-	-	15.00	10.40	108221
Oct. 2014	-	-	-	11.82	9.10	98061
Nov. 2014	-	-	-	12.85	9.31	46466
Dec. 2014	-	-	-	12.70	9.40	24346
Jan. 2015	-	-	-	12.10	10.35	25862
Feb. 2015	-	-	-	12.50	9.60	31043
Mar. 2015	-	-	-	10.99	9.00	24247

**Note:** There was no trading in Calcutta Stock Exchange during the year.

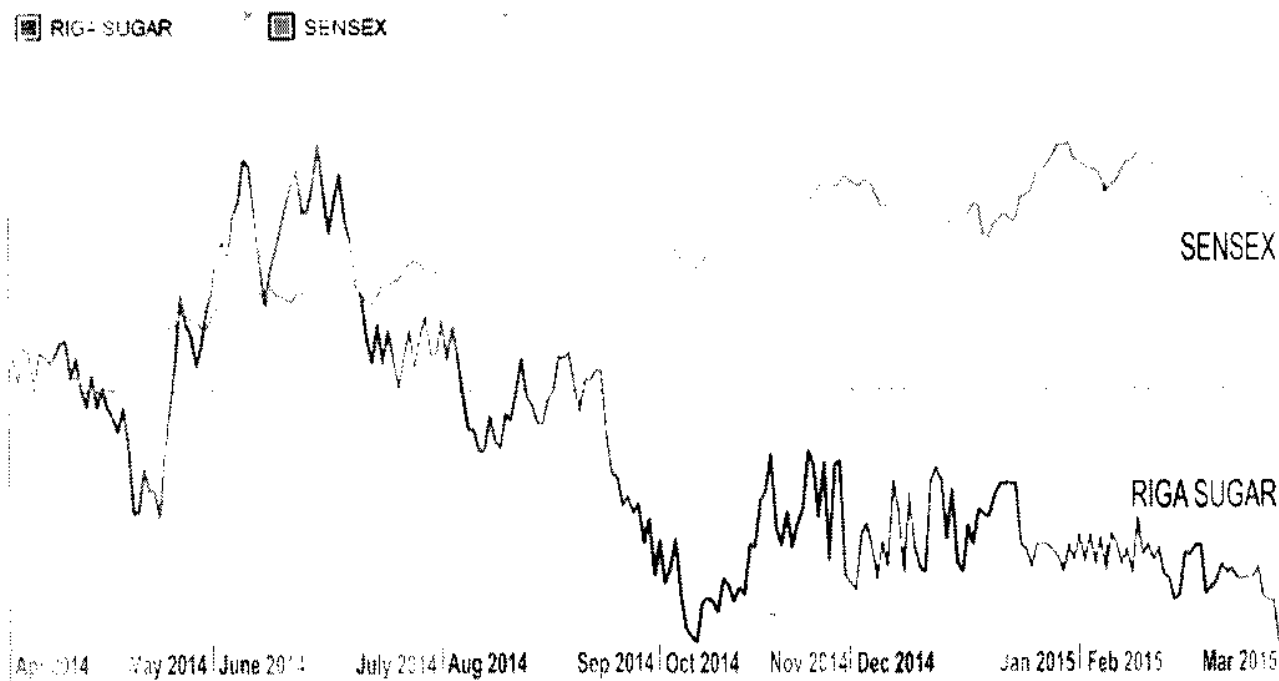
Share Price Performance in comparison to BSE Sensex.

BSE Sensex	
% change in RSCL share price	% change in Sensex
(-)25.78%	(+) 24.89%

Financial Year ended 31st March, 2015



## MOVEMENT OF SHARE PRICE VIS-A-VIS SENSEX

**REGISTRAR AND TRANSFER AGENTS, SHARE TRANSFER SYSTEM**

Share transfers are normally held within a maximum period of 15 days from the date of receipt and Demat request is confirmed within a period of 14 days.

**Registrars and Share Transfer Agents:**

M/s S.K. Infosolutions Pvt.Ltd.  
 34/1A, Sudhir Chatterjee Street,  
 Kolkata-700006  
 Phone : 033 2219 6797    Fax : 033 2219 4815

**CATEGORIES OF SHAREHOLDING AS ON 31ST MARCH, 2015**

Category	Number of Shares	Percent of total shares
Promoters	64,93,378	61.01
Foreign Institutional Investors	7,382	0.07
Banks, Financial Institutions, Insurance Co.	-	-
Companies (Central/State Govt. Institutions/Non Govt. Institutions)	-	-
Mutual Funds and UTI	2,600	0.02
Private Corporate Bodies (including clearing members)	21,94,999	20.62
Non-Resident Indian (NRI) and Overseas Corporate Bodies (OCB)	16,529	0.16
Indian Public	19,28,517	18.12
TOTAL	1,06,43,405	100.00

**DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2015**

<u>Shareholding Range</u>	<u>Number of shareholders</u>	<u>% of Shareholders</u>	<u>No. of Shares</u>	<u>% of Shareholding</u>
1-500	5546	91.81	631869	5.94
501-1000	235	3.89	190400	1.78
1001-2000	103	1.71	156746	1.47
2001-3000	45	0.74	111714	1.05
3001-4000	27	0.45	97676	0.92
4001-5000	8	0.13	38370	0.36
5001-10000	28	0.46	218660	2.05
10001-50000	29	0.48	676489	6.36
50001-100000	9	0.15	624300	5.87
100001 and above	11	0.18	7897181	74.20
<b>TOTAL</b>	<b>6041</b>	<b>100.00</b>	<b>10643405</b>	<b>100.00</b>

**DEMATERIALISATION OF SHARES AND LIQUIDITY**

	<u>No.</u>	<u>%</u>
Demat in CDSL	13,82,701	12.99
Demat in NSDL	90,07,787	84.63
Physical	2,52,917	02.38
<b>Total</b>	<b>1,06,43,405</b>	<b>100.00</b>

97.62% equity Shares of the Company have been dematerialized as on 31st March, 2015.

**PLANT LOCATION**

i) SUGAR UNIT Dhanuka Gram, P.O.Riga Dist. Sitamarhi Bihar - 843 327	(ii) DISTILLERY UNIT Dhanuka Gram, . P.O.Riga Dist. Sitamarhi Bihar - 843 327	(iii) COUNTRY LIQUOR Kothiya P.O. Mushari Dist. Muzzafarpur Bihar - 842 001
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**INVESTORS CORRESPONDANCE**

All share transfer cases should be forwarded to the Registrars & Share Transfer Agents of the company. All communication should be forwarded to the Registered Office of the Company marked to the attention of the Company Secretary- Mr.S.Prasad (Phone No.2231-3414, E-mail sprasad@rigasugar.in)

**DECLARATION BY THE MANAGING DIRECTOR ON THE CODE OF CONDUCT**

Pursuant to clause 49 of the Listing Agreement with Stock Exchanges, I, O.P.Dhanuka, Managing Director of Riga Sugar Co. Ltd., declare that all the Board Members and senior Executives of the Company have affirmed their compliance with the Code of Conduct of the Company during the financial year 2014-15.

Kolkata  
29.05.2015

**O.P.Dhanuka**  
Chairman - Managing Director

## CMD & CFO Certification

The Board of Directors  
**Riga Sugar Co.Ltd.**  
Kolkata.

### Re: Financial Statements for the Financial Year 2014-15 Certification by CMD and CFO

We, O.P.Dhanuka, Managing Director and Mr. R. N. Sharma, CFO of Riga Sugar Co. Ltd, on the basis of the review of the financial statements and the cash flow statement for the year ended 31st March, 2015 and to the best of our knowledge and belief, hereby certify that:-

1. These statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading.
2. 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.
3. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year ended 31st March, 2015 which are fraudulent, illegal or violative of the company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting, we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee those deficiencies in the design or operation of such internal controls of which we are aware and the steps we have taken or propose to take to rectify these deficiencies
5. We have indicated to the Auditors & the Audit Committee:
  - a) there have been no significant changes in internal control over financial reporting during this period
  - b) about the significant changes in accounting policies during this period.
  - c) there have no instances of significant fraud of which we have become aware and the involvements therein, of management or an employee having significant role in the company's internal control systems over financial reporting.

Kolkata  
29.05.2015

**R. N. Sharma**  
CFO

**O.P.Dhanuka**  
Chairman - Managing Director

## CERTIFICATE

To the Members of Riga Sugar Company Limited

We have examined the compliance of conditions of corporate governance by Riga Sugar Company Limited for the year ended 31st March,2015 as stipulated in Clause 49 of the Listing Agreement of the said company with the stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to 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.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For **K.N. GUTGUTIA & CO.**  
Chartered Accountants

**(CA. Subhasish Pore)**  
Partner  
(Membership No. 55862)

6C, Middleton Street  
Kolkata-700071  
29.05.2015.