

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, 2017 comprises of an Executive Chairman cum Managing Director (CMD) and seven 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 Regulation 17(1) of SEBI (LODR) Regulations, 2015. 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, 2017, five 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. The details are as follow:-

Sl. No.	Date of Board Meeting	Board Strength	No. of Directors Present	No. of Independent Directors Present
1	30.05.2016	7	4	4
2	13.08.2016	7	6	* 5
3	05.09.2016	7	7	6
4	10.11.2016	8	7	5
5	14.02.2017	.8	7	5

The composition of the Board of Directors as at 31st March, 2017, 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 (Chairman ship) In Board committees	No of Board Meetings Attended	Attendance At previous AGM held on 30.09.2016	Shareholding in the Company
Mr. O.P.Dhanuka Chairman & Managing Director	Promoter & Executive	4	Nil	4	Yes	NIL
Mr. Suyash Borar	Independent & Non-executive	Nil	1	2	No	NIL
Mr. S.K. Goenka	-do-	3	2	5	No	NIL



Mr.N.C.Majumdar	-do-	Nil	-	4	Yes	NIL
Mr.Sarad Jha	-do-	3	2	5	Yes	NIL
Mrs.Sulekha Dutta	-do-	2	1	5	Yes	NIL
Dr. Dilip Kumar Datta	-do-	3	1	4	No.	NIL
Mr.N.K.Parasramka Appointed w.e.f.10.11.2016	Non- Executive Director	2	Nil	2	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.

All the independent directors qualify the conditions for being independent director as prescribed under Regulation 16(1) of SEBI (LODR) Regulations, 2015. The Board periodically reviews compliance reports of all laws applicable to the Company and necessary steps are being taken to ensure the compliance of law.

As required under Regulation 17(7) of SEBI (LODR) Regulations, 2015, 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.

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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.

Maximum tenure of independent directors

The maximum tenure of independent directors is in accordance with the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

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 SEBI (LODR) Regulations, 2015. The terms and conditions of appointment of independent directors are placed on the company's website.

Performance evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 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 SEBI (LODR) Regulations, 2015, the independent directors held their separate meeting on 14.02.2017 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 were present at the meeting. The independent directors present at the meeting deliberated on the above and expressed their satisfaction.

Transaction with Board Members, KMC and Senior Management

There were no materially significant transactions during the Financial Year with Board Members, KMC 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.

BOARD COMMITTEES

Composition of various Committees of Board of Directors are disclosed in website of the companywww.rigasugar.com.

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AUDIT COMMITTEE

The Audit committee has been constituted and its Terms of reference is in line with provisions of Regulation 18 of SEBI (LODR) Regulations, 2015 and section 177 of the Companies Act, 2013. Terms of Audit committee includes overseeing the financial reporting process, review of financial statements, ensuring compliance with the regulatory guidelines, review of internal audit report, recommending appointment and remuneration of auditors to the Board of Directors and to review adequacy of internal control systems and internal audit function and other matters specified for audit committee under the listing regulations and section 177 of the Act. The Audit committee also review information as per the requirement of part C of schedule II to the Listing Regulations.

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 2016-17 on 28.05.2016, 11.08.2016, **08.11.2016** and 11.02.2017.

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

Name of Members	Status	No. of Meetings attended
Mr. Sarad Jha (Chairman)	Independent & Non-Executive	4

Mr. Suyash Borar	-do-	4
Mr.S.K.Goenka	-do-	4

Mr. Sarad Jha, Chairman attended the AGM held on 30.09.2016 and replied to the queries to the satisfaction of the shareholders.

Nomination and Remuneration Committee

The Nomination 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 section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015. 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. S.Borar and Mr.N.C.Majumdar.

During the Financial Year 2016 -17 one Nomination and Remuneration Committee Meeting was held on 11th August, 2016. The composition and attendance of the members of the Nomination and remuneration Committee are as follow:-

Name of Members	Status	No. of Meetings attended
Mr.S.K.Goenka (Chairman)	Independent & Non-Executive	1 *
Mr.Suyash Borar	-do-	1
Mr.N.C.Majumdar	-do-	1

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 2016-17 Rs.)

(Amount in

Name of the Director	Sitting Fee	Salaries	Perquisites/ Benefits	Total
Mr. O.P.Dhanuka, Chairman		29,56,936/-	1,60,758/-	31,17,694/-
Mr. S. Borar	Nil			
Mr. S.K.Goenka	12,500/-			12,500/-
Mr.N.C.Majumdar	10,000/-			10,000/-
Mr.Sarad Jha	12,500/-			12,500/-
Mrs. Sulekha Dutta	12,500/-			12,500/-



Dr. Dilip Datta	10,000/-			10,000/-
Mr.N.K.Parasramka	5,000/-			5,000/-

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 13th August, 2016.

Familiarization Programme

With a view to familiarizing the Independent Directors with the company's operations as required under Regulation 25 of SEBI (LODR) Regulations, 2015, the company held various programme on continuous basis. The details of familiarization programmes are also placed on the companies website 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 2016-17, 5 No. of share transfer committee meetings were held on 22.11.2016, 27.01.2017, 03.02.2017, 23.02.2017 and 27.03.2017.

(ii) Stakeholders Relationship Committee

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In compliance with the provision of section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulations, 2015 the Boa*d 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 2016-17, **the** Committee **met** on 07.04.2016, 07.07.2016, 07.10.2016 and 07.01.2017 (four meetings).

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

Name of Members	Status	No. of Meetings attended
Mr. S.K.Goenka	Independent & Non-Executive	4
Mr.Sarad Jha	-do-	4
Mrs. Sulekha Dutta	Independent & Non-Executive	4

Shareholder complaints received and redressed during the Financial Year 2016-17



Nature of Grievances	Complaints received from				Total Complaints received during 2016-17	Total Complaints resolved	No. of complaints outstanding as on 31 st March, 2017
	Investors- directly	> Stock Exchange	SEBI 'SCORES'	ROC			
Non-receipt of Dividend	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Non-receipt of Share Certificates	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.: spasad@rigasugar.in

GENERAL BODY MEETING

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

For financial year ended	Venue	Date and time	No of Special Resolution passed
31.03.2016	Sitaram Seksaria Sabhagar(Auditorium) Bhartiya Bhasa Parishad, 36A, Shakespeare Sarani, Kolkata- 700 017	30 th September, 2016 at 10.00 a.m.	1
31.03.2015	Sitaram Seksaria Sabhagar(Auditorium) Bhartiya Bhasa Parishad, 36A, Shakespeare Sarani, Kolkata- 700 017	29 th September, 2015 at 10.00 a.m.	None
31.03.2014	Sitaram Seksaria Sabhagar(Auditorium) Bhartiya Bhasa Parishad, 36A, Shakespeare Sarani, Kolkata- 700 017	11 th September 2014 at 10.00 a.m.	4

One Extra-Ordinary General Body Meeting was held during last 3 years on 29 September, 2015. During last three years one deemed Extra-Ordinary General Meeting was also held on 29.03.2016 for declaration of result of resolution put through postal ballot.

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



A handwritten signature in blue ink, consisting of stylized initials followed by a long diagonal stroke.

Date of Extra Ordinary General Meeting/Postal	Resolution Description * •	Voting pattern
EGM 29.09.2015	Ordinary Resolution in terms of section 23 of the Sick Industrial Companies (Special Provisions) Act, 1985 (SICA) for Report of the Board of Directors of the Company to the Shareholders on the erosion of more than 50% of the Net Worth of the Company as at the end of the Financial Year ended 31 st March,2015 in relation to its peak net worth during the immediately preceeding four financial years and authorization to the Board of Directors to take necessary steps including reporting of the fact of such erosion to the Board for Industrial and Financial Reconstruction (BIFR) in the prescribed form and in accordance to the provisions of section 23(1)(a)(i) of SICA and to do all connected works.	By Postal Ballot/E-voting

In Postal Ballot resolutions passed on 29th March, 2016 the following resolutions were passed as Special Resolution:-

- (a) Enhancement of Authorised Share Capital of the Company pursuant to the provisions of section 13 and 61 of the Companies Act, 2013 and rules framed thereunder.
 - (b) Preferential issue of Convertible Equity Share Warrants pursuant to section 62, 23(1)(b) and 42 of the Companies Act,2013 , as per provisions of the Memorandum and Articles of the Company and as per Listing Agreement with the Stock Exchanges and in accordance with the existing guidelines, rules and regulations of the SEBI.
 - (c) Approval for Loan/Guarantees/Investment under section 186 of the Companies Act, 2013 and rules framed thereunder.
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- (d) Adoption of new set of Articles of Association of the Company under section 14 of the Companies Act,2013 read with the rules framed thereunder.

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.
- (ii) There was no 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 31.03.2017.



- (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 Regulation 22 of SEBI (LODR) Regulations, 2015, 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. During the year no personnel has been denied access to the Audit Committee. (i) The company has no unlisted subsidiary company as defined under Listing Regulations.

(ii) 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.

(iii) The Managing Director and CFO certificate for the year 2016-17 forms part of the Annual Report.

(iv) All mandatory requirements relating to corporate governance under the Listing Regulations have been appropriately complied with and the status of non mandatory (discretionary) requirements is given below:

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1. The Company does not bear any expenses of the Non executive Chairman's office.
 2. The Financial Statements are free from any Audit Qualifications.
 3. The Internal Auditors of the Company report directly to the Audit Committee.

(ix) The Company has laid down Risk Assessment and Minimization procedures and the same are periodically reviewed by the Board . The Company has a defined Risk Management Policy approved by the Board of Directors of the Company. Further the Company has adequate internal control systems to identify risks at appropriate time and to ensure that the executive management controls the risk through properly defined framework.

(x) The company allotted 5,50,000 Equity Shares and 14,50,000 Equity Shares on 30.12.2016 and on 30.03.2017 respectively on conversion of outstanding equity share warrants pursuant to section 62,23(1)(b), 42 and all other applicable provisions of the Companies Act,2013 and in accordance with SEBI Regulations

(xi) Other terms which are **not** applicable to the Company have not been separately commented upon.

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 'Dainik Statement' (Bengali). The Half-Yearly reports are not sent to household of shareholders. The Company's Website is 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.

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The Company's Quarterly Results are available on www.rigasugar.com

As per Listing Regulations, certain documents/information such as quarterly/annual financial results, shareholding pattern and corporate governance are accessible on the website 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 as well the email-id sprasad@rigasugar.in

GENERAL SHAREHOLDERS INFORMATION

(i) Annual General Meeting

Date and Time: Monday, 18th September, 2017 at. 10.00 a.m.

Venue : Sitaram Seksaria Sabhagar(Auditorium)
Bhartiya Bhasa Parishad, 36A,
Shakespeare Sarani, Kolkata-700 017

(ii) Financial Year Calendar for 2017-2018

Results for quarter ending, June, 2017	second week of September, 2017
Results for quarter ending, September, 2017	second week of Decembej, 2017
Results for quarter ending, December, 2017	second week of February, 2017
Results for quarter ending March, 2018	second week of May, 2018 (Unaudited) OR last week of May, 2018 (if audited)

(iii) Date of Book Closure

13.09.2017 to 18.09.2017

(iv) Outstanding ADRs/GDRs Warrants or any Convertible instruments, conversion date and likely impact on equity

NIL

LISTING OF EQUITY SHARES ON STOCK EXCHANGES AT (i)

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

(ii) BSE Limited
Phiroze Jeejeebhoy Towers Dalai
Street, Mumbai-400 001

LISTING FEES

Listing fee for the year 2017-18 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
Dalai Street Mumbai-400 023

STOCK CODE

- CSE Code 10028038
- BSE Code 507508
- ISIN Code INE909C01010

STOCK MARKET DATA

Bombay Stock Exchange(BSE)

Calcutta Stock Exchange(CSE)

	Month's high Price	Months Low price	Volume	Month's high price	Month's low price	Volume
April. 2016	-	-	-	17.35	12.65	73,660
May. 2016	-	-	-	18.51	13.00	89,915
June. 2016	-	-	-	20.25	16.50	1,30,731
July. 2016	-	-	-	33.60	24.30	9,32,723
Aug. 2016	-	-	-	33.75	20.10	3,57,987
Sept. 2016	-	-	-	29.50	21.00	*2,57,552
Oct. 2016	-	-	-	30.35	24.05	1,68,303
Nov. 2016	-	-	-	27.90	17.05	1,56,627
Dec. 2016	-	-	-	21.35	16.95	88,791
Jan. 2017	-	-	-	27.00	20.50	1,61,520
Feb. 2017	-	-	-	28.50	21.95	2,62,029
Mar. 2017	-	-	-	28.25	22.00	4,39,849

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 price % change share price in Sensex

(+)75%

(+) 17%

Financial Year ended 31st March, 2017



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
 Email: skcdilip@gmail.com

CATEGORIES OF SHAREHOLDING AS ON 31st MARCH, 2017

Category	Number of Shares	Percent of total shares
Promoters	99,93,378	69.19
Foreign Institutional Investors	-	-
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)	18,38,130	12.73 *
Non-Resident Indian(NRI) and Overseas Corporate Bodies(OCB)	58,372	0.40
Indian Public	25,50,925	17.66
TOTAL	1,44,43,405	100.00

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH,2017

Shareholding Range	Number of shareholders	% of Shareholders	No. of Shares	%of Shareholding
1-500	5,290	89.38	6,23,981	4.32
501-1000	278	4.70	2,31,543	1.60
1001-2000	136	2.30	2,10,439	1.46
2001-3000	68	1.15	1,70,694	1.19
3001-4000	30	0.51	1,10,364	0.76
4001-5000	22	0.37	1,04,340	0.72
5001-10000	35	0.59	2,57,589	1.78
10001-50000	39	0.66	8,23,783	5.70
50001-100000	10	0.17	6,68,627	4.63
100001 and above	10	0.17	1,12,42,045	77.84
TOTAL	5918	100.00	1,44,43,405	100.00



DEMATERIALIZATION OF SHARES AND LIQUIDITY

	» -	No.
		o/c
Demat in CDSL	16,14,319	
Demat in NSDL	1,25,82,969	
Physical	2,46,117	
Total	1,44,43,405	

98.30% equity Shares of the Company have been den

PLANT LOCATION

- | | |
|------------------------------------|------------------------------------|
| i) SUGAR UNIT | (ii) DISTILLERY UNIT |
| Dhanuka Gram,
P.O.Riga | Dhanuka Gram, .
P.O.Riga |
| Dist. Sitamarhi
Bihar - 843 327 | Dist. Sitamarhi
Bihar - 843 327 |

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. 033 2231-3414 , E-mail sprasad@rigasugar.in)

DECLARATION BY THE MANAGING DIRECTOR ON THE CODE OF CONDUCT

Pursuant to Regulation 17 (5) of SEBI (LODR) Regulations, 2015, this is to confirm that company has adopted the code of conducts for its Board Members and Senior Management Personnel and same is available on the website of the company. The Board of Directors and Senior Management Personnel of the company have affirmed their compliance with the said code, it is hereby declared that the company has obtained from all the Board Members and Sentftr Management personnel affirmation that they have complied with the said code for the financial year 2016-17.

Kolkata

29.05.2017

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



CMD & CFO Certification in Terms of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

Re: Financial Statements for the Financial Year 2016-17 Certification by CMD and CFO

We, O.P.Dhanuka, Managing Director and R.N.Sharma, Chief Finance Officer 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,2017 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,2017 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

Kolkata
29.05.2017


R.N.Sharma
CFO


O.P.Dhanuka
Chairman - Managing Director

company's internal control systems over financial reporting.

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, 2017 as stipulated in SEBI (Listing Obligation and Disclosure Requirements Regulation 2015 .

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 state that in respect of investor grievances received during the financial year ended 31st March,2017 no investor grievance is pending for a period exceeding one month against the company as per the records maintained by the Shareholders/Investors Grievance Committee.

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

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

6C, Middleton Street
Kolkata-700 071

29.05.2017.

