



REPORT ON CORPORATE GOVERNANCE

Rajesh Exports Limited recognises the ideals and importance of corporate governance and acknowledges its responsibilities towards all its shareholders, employees, customers and regulatory authorities. The Company believes that a good corporate governance process aims to achieve a balance between the shareholders' interest and corporate goals of the Company. It aims to attain the highest levels of transparency, accountability and integrity to all its shareholders by implementing transparent corporate governance, thereby enhancing the value of the shareholders and their Company.

Accountability improves decision-making and transparency helps to explain rationale behind decision-making and reinforces the shareholders' confidence in the company.

BOARD OF DIRECTORS

The Composition of the Board of Directors

The Board of the Company is comprised of Executive and Non-Executive Directors. As on March 31, 2020, the strength of the Board was Five Directors comprising of two Executive Directors, including the Chairman of the Company and three Non-Executive Directors. Sixty per cent of the Board is comprised of Independent Directors.

The details of the Board of Directors as on March 31, 2020 are given below:

Category	Name of the Directors	Number of Directors	Composition %	No. of Directorship's in other Companies	No. of Board Meetings of REL Held	No. of Board Meetings of REL Attended
Executive Directors		2	33.34%			
Promoter Executive Chairman	1. Mr. Rajesh Mehta			Nil	07	07
Managing Director	2. Mr. Prashant Mehta			Nil	07	07
Independent & Non-Executive Directors		3	50%			
	1. Mr. Y Venu Madhava Reddy			Nil	07	02
	2. Mr. G. Shanker Prasad			1.SME Development Center 2.Gopichand Rohra & Associates Pvt. Ltd	07	05
	3. Ms. Vijaya Lakshmi			Nil	07	07
Non-Independent & Non-Executive Directors	Joseph T D	1	16.66%		04	04

The Company has not entered into any transactions with its Directors or relatives which would affect the interest of the Company at large.

RAJESH EXPORTS LIMITED

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.

BOARD MEETINGS

During the year 2019-20, (7) board meetings were held as follows and the necessary quorum was present for all the meetings.

Sl. No.	1	2	3	4	5	6	7
Date	29.05.2019	05.06.2019	29.06.2019	08.08.2019	05.11.2019	14.11.2019	10.02.2020

COMMITTEES OF DIRECTORS

The Board has constituted Committees of Directors to deal with matters which need quick decisions and timely monitoring of the activities falling within their terms of reference. The Board Committees are as follows.

AUDIT COMMITTEE

The Audit Committee presently comprises of one Executive Director viz Mr. Rajesh Mehta, and two non-executive Directors viz Mr. G. Shanker Prasad and Mr. Y. Venu Madhava Reddy. During the year under review the Committee held four meetings.

The terms of reference of the Audit Committee are in accordance with Clause 18(i) and (ii) of SEBI (Listing obligation disclosure requirement), 2015 of the Stock Exchanges read with section 177 of CA 2013 Act which inter-alia includes the following:

- Overseeing the Company's financial reporting process and to ensure correct, adequate and credible disclosure of financial information.
- Recommending the appointment and removal of external auditors and fixing their fees.
- Reviewing the annual financial statements, with special emphasis on accounting policies and practices, compliance with accounting standards and other legal requirements concerning financial statements.
- Reviewing the adequacy of the audit and compliance function, including their policies, procedures, techniques and other regulatory requirements.

The Audit Committee of the Company met four times during the year. (29.05.19, 08.08.19, 14.11.19 & 10.02.20)

Name of the Member	Status	Category	No. of Meetings held	No. of Meetings Attended
Mr. Y. Venu Madhava Reddy	Chairman	Independent & Non-Executive Director	4	4
Mr. G Shanker Prasad	Member	Independent & Non-Executive Director	4	4
Mr. Rajesh Mehta	Member	Executive Chairman	4	4

STAKEHOLDERS RELATIONSHIP COMMITTEE

The **Stakeholders Relationship Committee** (Shareholders and Investor Grievance Committee) presently comprises of Mr. Y. Venu Madhava Reddy, Mr. G Shanker Prasad and Mr. Rajesh Mehta. The Committee approves and monitors transfers, transmissions, redressal, splitting and consolidation of shares issued by the Company and issue of duplicate share certificates. The Committee also monitors Redressal of complaints from shareholders relating to transfer of shares, non-receipt of balance sheet, dividends etc. and reviewing the share transfers executed by S.K.D.C. Consultants Ltd.

No. of investor complaints received during the year : 2
No. of complaints resolved : 2
No. of complaints pending : 0



The Committee is chaired by Mr. Y. Venu Madhava Reddy, who is a non executive director. The Committee held four meetings during the year. (29.05.19, 08.08.19, 14.11.19 & 10.02.20)

Name of the Member	Status	Category	No. of Meetings held	No. of Meetings Attended
Mr. Y. Venu Madhava Reddy	Chairman	Independent & Non-Executive Director	4	4
Mr. G Shanker Prasad	Member	Independent & Non-Executive Director	4	4
Mr. Rajesh Mehta	Member	Executive Chairman	4	4

Ms. Nidhi Tulsyan, Company Secretary is the Secretary to the Stakeholders Relationship Committee and the Compliance Officer of the Company.

During the financial year, there were no complaints from shareholders which were pending as on March 31, 2020.

NOMINATION AND REMUNERATION COMMITTEE

Pursuant to Reg. 19 of the SEBI (Listing obligation disclosure requirement), 2015 and Section 178 of the Act, the Board has re-constituted and renamed the Remuneration Committee as Nomination and Remuneration Committee and adopted new terms of reference.

The terms of reference for the Nomination and Remuneration Committee includes

- To formulate a Nomination and Remuneration Policy on:
 - ❖ determining qualifications, positive attributes and independence of a director.
 - ❖ guiding remuneration of Directors, Key Managerial Personnel (“KMP”) and other employees and Board diversity.
- Recommend Nomination and Remuneration Policy to the Board.
- Identify candidates who are qualified to become Directors.
- Identify persons who are qualified to become Senior Management (Senior Management of the Company means employees of the Company who are Divisional Heads and Corporate Functional Heads).
- Recommend to the Board the appointment and removal of Directors and Senior Management.
- Lay down the process for evaluation of performance of every Director on the Board.
- The Chairman of the Committee to attend the General Meeting to respond to the queries of shareholders.

During the period under review, the Nomination and Remuneration Committee met twice on 05.06.2019 and 28.06.2019. The Policy on Nomination, Remuneration and Evaluation of Directors and KMP is annexed herewith as **Annexure V**.

Constitution of the Nomination and Remuneration Committee and attendance details during the financial year ended March 31, 2020 are given below:

Name of the Member	Status	Category	No. of Meetings held	No. of Meetings Attended
Mr. Y. Venu Madhava Reddy	Chairman	Independent & Non-Executive Director	2	2
Mr. G Shanker Prasad	Member	Independent & Non-Executive Director	2	2
Ms. Vijaya Lakshmi	Member	Independent & Non-Executive Director	2	2
Mr. Rajesh Mehta	Member	Executive Chairman	2	2

RISK MANAGEMENT COMMITTEE

Evaluation of Business Risk and managing the risk has always been an ongoing process in the Company. The Company has set up a robust risk management framework to identify, monitor and minimize risk and also

RAJESH EXPORTS LIMITED

to identify business opportunities. The Audit Committee also functions as the Risk Management Committee. The objectives and scope of the RMC comprises of an oversight of risk management performed by the executive management, review RMC policy and framework in line with local legal frame work and SEBI guidelines and defining framework in identification, assessment, monitoring, mitigation and reporting risks.

During the financial year under review the RMC met one time on February 10, 2020.

Details of constitution and attendance details of the RMC as on March 31, 2020 are given below:

Name of the Member	Status	Category	No. of Meetings held	No. of Meetings Attended
Mr. Prashant Mehta	Chairman	Managing Director	1	1
Mr. Y. Venu Madhava Reddy	Member	Independent & Non-Executive Director	1	1
Ms. Vijaya Lakshmi	Member	Independent & Non-Executive Director	1	1

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Pursuant to Section 135 of the Act the Board constituted the CSR Committee. The CSR Committee provides guidance on various CSR activities to be undertaken by the Company and monitors its progress.

The terms of reference for the CSR Committee include:

- Formulate a CSR Policy which shall indicate activities to be undertaken by the Company.
- Recommend the CSR Policy to the Board.
- Recommend the amount of expenditure to be incurred on the activities.
- Monitor the Policy from time to time as per the CSR Policy.

During the financial year under review the CSR Committee met two times on November 14, 2019 and February 10, 2020.

Details of constitution and attendance details of the CSR Committee as on March 31, 2020 are given below:

Name of the Member	Status	Category	No. of Meetings held	No. of Meetings Attended
Mr. Rajesh Mehta	Chairman	Executive Chairman	2	2
Mr. Y. Venu Madhava Reddy	Member	Independent & Non-Executive Director	2	2
Mr. G Shanker Prasad	Member	Independent & Non-Executive Director	2	2

Annual Report on CSR activities is a part of the Directors' Report detailing the CSR projects undertaken by the Company and is annexed herewith as **Annexure VI**.

INDEPENDENT DIRECTORS MEETING

During the year under review, the Independent Directors met on 10.02.2020 interalia, to discuss:

1. Evaluation of the performance of Non Independent Directors and the Board of Directors as a whole;
2. Evaluation of the performance of Chairman of the Company taking into account, the views of Executive and Non Executive Directors.
3. Evaluation of the quality content and time lines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the meeting. The terms and conditions of appointment of independent directors are disclosed in the website of the company.

REMUNERATION OF DIRECTORS

The Directors' remuneration includes consolidated remuneration paid to Mr. Rajesh Mehta, Executive Chairman, and Mr. Prashant Mehta, Managing Director, amounting to Rs. 2,39,976/- per annum. Independent and non executive directors do not receive any remuneration or sitting fees from the Company.



ANNUAL GENERAL BODY MEETINGS

Details of Previous Annual General Meetings of the company held during last three years;

Last 3 AGM's	Date/Time of AGM	Venue
23rd AGM	September 29, 2017 @ 12.00 Noon	Guru Raja Kalyana Mantap, Crescent Road, Bengaluru
24th AGM	September 29, 2018 @ 12.00 Noon	Guru Raja Kalyana Mantap, Crescent Road, Bengaluru
25th AGM	September 30, 2019 @ 12.00 Noon	Guru Raja Kalyana Mantap, Crescent Road, Bengaluru

No resolutions were passed through postal ballot during the last three financial years.

DISCLOSURE

Disclosures on materially significant related party transactions that may have potential conflict with the interest of the Company at large.

These disclosures have been made under related party transactions in Note no. 26 to financial statements of the Company, which form part of annual report.

No penalties or strictures were imposed on the Company by any of the Stock Exchanges, Securities and Exchange Board of India or any statutory authority, on any matters related to capital market, during the last three years. The Company has complied with all the mandatory and non-mandatory requirements of the Listing Regulations relating to Corporate Governance. According to the recently added requirement under Regulation 24(A) of the Listing Regulations added, on February 8, 2019, Annual Secretarial Compliance certificate (for the year ended March 31, 2020) from Practicing Company Secretary Mr. Deepak Sadhu was sent to the Stock Exchanges on July 31, 2020. This and the Certificate from Practicing Company Secretary Mr. Deepak Sadhu that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority were placed before the Board of Directors at their meeting held on June 30, 2020.

MEANS OF COMMUNICATION

The Company's quarterly and half yearly un-audited results and audited annual results were published in the leading print media, both in regional language and English having nation-wide circulation and also through various information notices sent to Stock Exchanges about the latest developments in the Company. Our Company's web site i.e. www.rajeshindia.com is regularly updated regarding the corporate actions undertaken by the Company.

GENERAL SHAREHOLDER INFORMATION

Annual General Meeting : 31st December 2020, Thursday at 12.00 Noon

INVESTOR HELP-DESK

Share transfers, dividend payments and all other investor related activities are attended to and processed at the Office of our Registrars and Transfer Agents. For lodgment of transfer deeds and any other documents for any grievances / complaints kindly contact at the following address:-

M/s. S.K.D.C. CONSULTANTS LIMITED

Kanapathy Towers, 3rd Floor ; 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641 006.
Phone: 0422 - 4958995; 2539835-36 Fax: 0422-2539837. E-mail: info@skdc-consultants.com.

The powers to approve share transfers and dematerialization requests have also been delegated to some of the executives of the company in order to avoid delays that may arise due to non-availability of the Members of the Stakeholders Relationship Committee.

RAJESH EXPORTS LIMITED

Name of the Company Secretary and Compliance Officer: Ms. Nidhi Tulsyan, Phone No: 080-42842151.
E-mail: compsect@rajeshindia.com

No request for physical share transfers received up to 31st March 2020.

FINANCIAL CALENDAR FOR THE YEAR 2019-20

Financial Year April 1, 2019 to March 31, 2020

Board Meeting for considering audited accounts and recommendation of dividend for the year ended March 31, 2019	May 29, 2019
Board Meeting for considering Un-Audited Results for the First Quarter	August 08, 2019
Board Meeting for considering Un-Audited Results for the Second Quarter	November 14, 2019
Board Meeting for considering Un-Audited Results for the Third Quarter	February 10, 2020
Board Meeting for considering Audited Results for the financial year ended March 31, 2020 and recommendation of Dividend	June 30, 2020
Mailing of Annual Reports	On/before December 10, 2020
Book Closure Date	December 25, 2020 to December 31, 2020
Date of Annual General Meeting	December 31, 2020
Probable date for dispatch of Dividend Warrants	Second week of January 2021

LISTING ON STOCK EXCHANGES

National Stock Exchange of India Ltd. (Exchange Code: rajeshexpo)

Bombay Stock Exchange Ltd. (Exchange Code: 531500)

MONTHLY HIGH AND LOW QUOTATION AND VOLUME OF SHARES TRADED FROM 01.04.2019 TO 31.03.2020

Period	Highest Quotation in Rs.		Lowest Quotation in Rs.		Volume of shares Traded		Turnover Rs. in Millions	
	NSE	BSE	NSE	BSE	NSE	BSE	NSE	BSE
April, 2019	742.00	742.00	661.25	651.10	913390	991615	6644.62	6780.44
May, 2019	696.85	700.85	647.50	650.50	380403	975053	2634.78	6540.22
June, 2019	745.00	749.00	656.00	654.00	712067	894577	5206.42	6164.96
July, 2019	730.95	740.00	684.20	683.40	209065	1128912	1511.26	7897.74
August, 2019	756.00	756.00	661.50	656.60	506932	959822	3753.43	6702.12
September, 2019	714.00	714.20	662.00	652.50	192184	1013468	1350.90	6856.85
October, 2019	689.00	694.90	650.50	665.50	383214	1485278	2593.39	10015.06
November, 2019	722.95	724.00	650.50	651.60	216390	989117	1523.72	6766.42
December, 2019	703.00	710.00	663.50	662.50	177749	939648	1230.55	6401.79
January, 2020	729.95	737.75	670.45	670.50	123317	1045216	892.59	7359.37
February, 2020	780.50	802.00	638.00	638.05	457137	1540404	3354.23	10995.40
March, 2020	690.00	720.00	522.90	523.00	133800	539004	910.56	3411.86



DISTRIBUTION OF SHAREHOLDING AS ON 31st MARCH 2020

Value (in Rs.)	No. of share holders	%	Amount (Rs)	%
Up to 5,000	22215	98.86	2803488	0.95
5,001 to 10,000	62	0.28	445051	0.15
10,001 to 20,000	49	0.22	711477	0.24
20,001 to 30,000	21	0.09	501421	0.17
30,001 to 40,000	21	0.09	734598	0.25
40,001 to 50,000	09	0.04	402407	0.14
50,001 to 1,00,000	28	0.12	1902317	0.64
1,00,001 and above	67	0.30	287759200	97.46
TOTAL	22472	100	295,259,959	100

CATEGORIES OF SHAREHOLDERS AS ON 31st MARCH 2020

Category	No of Shares	%
Indian Promoters	159,555,974	54.04
Foreign Institutional Investors	52,422,101	17.75
Private Corporate Bodies	916,287	0.31
Indian Public/Mutual Fund/ Financial Institutions etc	34,881,207	11.82
NRI's / OCB's	47484,390	16.08
TOTAL	295,259,959	100

DEMATERIALIZATION OF EQUITY SHARES

The Company's shares are under compulsory dematerialization list and can be transferred only through depository system. The Company entered into tripartite agreement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to facilitate the dematerialization of shares. As on 31.03.2020, 99.88% shares of the Company were in electronic form.

	No. of shares	% of holding
No of shares held in CDSL	8158869	2.76
No of shares held in NSDL	286744158	97.12
Total No. of shares held in Demat form	294903027	99.88
No. of shares held in Physical form	356932	0.12
GRAND TOTAL	295,259,959	100

CODE OF CONDUCT

Declaration by the Managing Director under Reg. 26 of the SEBI (Listing obligation disclosure requirement), 2015 regarding compliance with Code of Conduct in accordance with Reg. 26 of the SEBI (Listing obligation disclosure requirement), 2015 with the Stock Exchanges.

I hereby confirm that, all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the financial year ended March 31, 2020.

Place: Bengaluru

Date : June 30, 2020

PRASHANTH MEHTA

Managing Director