

Quarterly Compliance Report on Corporate Governance

Name of the Company

RAJSHREE SUGARS & CHEMICALS LIMITED

Quarter ending on

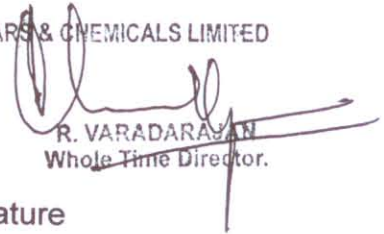
31st March 2011

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
I. Board of Directors	49 (I)		
A) Composition of Board	49 (1A)	Yes	Vide Annexure
B) Non-executive Director's compensation & disclosures	49 (1B)	Yes	Vide Annexure
C) Other provisions as to Board and Committees	49 (1C)	Yes	--
D) Code of conduct	49 (1D)	Yes	Vide Annexure
II. Audit Committee			
A) Qualified & Independent Audit Committee	49 (IIA)	Yes	Vide Annexure
B) Meeting of Audit Committee	49 (IIB)	Yes	--
C) Powers of Audit Committee	49 (IIC)	Yes	--
D) Role of Audit Committee	49 (IID)	Yes	--
E) Review of information by Audit Committee	49 (IIE)	Yes	--
III. Subsidiary Companies	49 (III)	NA	
IV. Disclosures	49 (IV)		
A) Basis of related party transactions	49 (IV A)	Yes	--
B) Disclosure of accounting Treatment	49 (IV B)	Yes	--
C) Board Disclosures – risk management	49 (IV C)	Yes	--
D) Proceeds from public issues, rights issues, preferential issues, etc.	49 (IV D)	NA	--
E) Remuneration of Directors	49 (IV E)	Yes	Complied in the Annual Report
F) Management	49 (IV F)	Yes	The Management discussions and analysis report included in the Annual Report
G) Shareholders	49 (IV G)	Yes	--



V. CEO/CFO Certification	49 (V)	Yes	Will be complied in the meeting considering the annual accounts.
VI. Report on Corporate Governance	49 (VI)	Yes	Included in the Annual Report
VII. Compliance	49 (VII)	Yes	Compliance certificate from Auditors attached with Annual Report

For RAJSHREE SUGARS & CHEMICALS LIMITED



R. VARADARAYAN
Whole Time Director.

Date: 1st April 2011

Signature

RAJSHREE SUGARS & CHEMICALS LIMITED

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

FOR THE QUARTER ENDED 31st MARCH 2011

Clause 49 (I) Board of Directors

49 (IA) Composition of Board

The Board of Directors of the Company is comprised of

- | | |
|---|--|
| - 1 Promoter Executive Director | Ms. Rajshree Pathy |
| - 1 Non-promoter Executive Director | Mr. R. Varadarajan |
| - 4 Independent Non-Executive Directors | Mr. G.R.Karthikeyan
Mr. R.C.H.Reddy
Mr. G.S.V.Subba Rao
Dr. K.Mohan Naidu |
| - 2 Non-Independent Non-Executive Directors | Dr. P. Surulinarayanasami
Mr. Raja M.J. Abdeen |

49 (1B) Non-executive Director's compensation & disclosures

Non-executive Directors are not being paid any compensation except sitting fees.

49 (1D) Code of Conduct

The Code of Conduct has been posted on the website of the company (www.rajshreesugars.com).

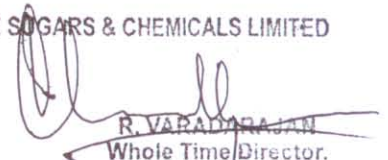
Clause 49 (II) Audit Committee

49 (II A) Qualified and Independent Audit Committee

The Audit Committee consists of the following Directors as members:

- Mr.G.S.V.Subba Rao, Chairman (Non-Executive and Independent Director)
Mr.G.R.Karthikeyan, Member (Non-Executive and Independent Director)
Mr.R.C.H.Reddy, Member (Non-Executive and Independent Director)
Mr.Raja M.J.Abdeen, Member (Non-Executive and Non-Independent Director)

For RAJSHREE SUGARS & CHEMICALS LIMITED


R. VARADARAJAN
Whole Time Director.
SIGNATURE