

## Quarterly Compliance Report on Corporate Governance

Name of the Company

**RAJSHREE SUGARS & CHEMICALS LIMITED**

Quarter ending on

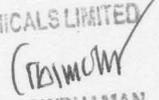
31<sup>st</sup> March 2012

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
<b>I. Board of Directors</b>	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
<b>II. Audit Committee</b>			
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	--
<b>III. Subsidiary Companies</b>	49 (III)	Yes	
<b>IV. Disclosures</b>	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	--



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

For RAJSHREE SUGARS & CHEMICALS LIMITED

  
R.S. GOWDHAMAN  
Company Secretary

Date: 2<sup>nd</sup> April 2012

Signature

**RAJSHREE SUGARS & CHEMICALS LIMITED**  
COMPLIANCE REPORT ON CORPORATE GOVERNANCE  
FOR THE QUARTER ENDED 31<sup>st</sup> MARCH 2012

**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<br>Mr. R.C.H.Reddy<br>Mr. G.S.V.Subba Rao<br>Dr. K.Mohan Naidu |
| - 2 Non-Independent Non-Executive Directors | Dr. P. Surulinarayanasami<br>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](http://www.rajshreesugars.com)).

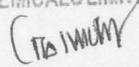
**Clause 49 (II) Audit Committee**

**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)  
Dr. K.Mohan Naidu, Member (Non-Executive and Independent Director)

For RAJSHREE SUGARS & CHEMICALS LIMITED

  
R.S. GOWDHAMAN  
Company Secretary

SIGNATURE