

Quarterly Compliance Report on Corporate Governance

Name of the Company

RAJSHREE SUGARS & CHEMICALS LIMITED

Quarter ending on

31st March 2014

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	Non-executive Directors are not being paid any compensation except sitting fees.
C) Other provisions as to Board and Committees	49 (1C)	Yes	--
D) Code of conduct	49 (1D)	Yes	--
II. Audit Committee			
A) Qualified & Independent Audit Committee	49 (IIA)	Yes	The composition of Audit Committee is furnished in 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)	Yes	
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)	Yes	Vide Annexure



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	Complied to the extent applicable
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	--
VII. Compliance	49 (VII)	Yes	--

For RAJSHREE SUGARS & CHEMICALS LIMITED,


M. PONRAJ
Company Secretary.

Date: 1st April 2014

Signature

RAJSHREE SUGARS & CHEMICALS LIMITED
COMPLIANCE REPORT ON CORPORATE GOVERNANCE
FOR THE QUARTER ENDED 31st MARCH 2014

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 |

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

Clause 49 (IV) Disclosures

Clause 49 (IV D) Proceeds from public issues, right issues, preferential issues, etc.

25% of the exercise price of Rs.55.20 per equity warrant has been received for 11,50,000 equity warrants which has been allotted on preferential basis to Ms.Rajshree Pathy, Chairperson and Managing Director of the company on 24th October 2012. The balance 75% would be payable within 18 months from the date of allotment (24th October 2012).

For RAJSHREE SUGARS & CHEMICALS LIMITED,


M. PONRAJ
Company Secretary.

SIGNATURE