

Quarterly Compliance Report on Corporate Governance

Name of the Company

RAJSHREE SUGARS & CHEMICALS LIMITED

Quarter ending on

30th June 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

For RAJSHREE SUGARS & CHEMICALS LIMITED,


 M. PONRAJ
 Company Secretary

E) Remuneration of Directors	49 (IV E)	Yes	--
F) Management discussions	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	--
VI. Report on Corporate Governance	49 (VI)	Yes	--
VII. Compliance	49 (VII)	Yes	Compliance certificate from Auditors attached with Annual Report.

For RAJSHREE SUGARS & CHEMICALS LIMITED,


M. PONRAJ
Company Secretary.

Date: 2nd July 2014

Signature

RAJSHREE SUGARS & CHEMICALS LIMITED
COMPLIANCE REPORT ON CORPORATE GOVERNANCE
FOR THE QUARTER ENDED 30th JUNE 2014

Clause 49 (I) Board of Directors

49 (1A) 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. GR 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 allottee in order to exercise the option of conversion ought to have remitted the balance amount of 75% within 18 months. The 18 months period ends on 23rd April 2014.

Since the allottee has not remitted the balance amount of Rs.4,76,10,000/-, the preferential warrants already issued have become unexercisable. The amount of 25% already paid, i.e. Rs.1,58,70,000/- has been forfeited.

For RAJSHREE SUGARS & CHEMICALS LIMITED,


 M. PONRAJ
 Company Secretary
 SIGNATURE