

Quarterly Compliance Report on Corporate Governance

Name of the Company

RAJSHREE SUGARS & CHEMICALS LIMITED

Quarter ending on

30th September 2013

| 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 discussions | 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 | Included in the Annual Report |
| VI. Report on Corporate Governance | 49 (VI) | Yes | -- |
| VII. Compliance | 49 (VII) | Yes | -- |

For RAJSHREE SUGARS & CHEMICALS LIMITED,


M. PONRAJ
Company Secretary.

Date: 3rd October 2013

Signature

RAJSHREE SUGARS & CHEMICALS LIMITED
COMPLIANCE REPORT ON CORPORATE GOVERNANCE
FOR THE QUARTER ENDED 30th SEPTEMBER 2013

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 Promoter Non-Executive Director | Mr. Aditya Krishna Pathy |
| - 1 Non-promoter Executive Director | Mr. R. Varadarajan |
| - 5 Independent Non-Executive Directors | Mr. G.R.Karthikeyan Mr. R.C.H.Reddy Mr. G.S.V.Subba Rao Dr. K.Mohan Naidu Mr. B.Soundararajan |
| - 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