

Quarterly Compliance Report on Corporate Governance

Name of the Company **RAJSHREE SUGARS & CHEMICALS LIMITED**
 CIN **L01542TZ1985PLC001706**
 Quarter ending on **30th September 2015**

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
II. Board of Directors	49 (II)		
A) Composition of Board	49 (IIA)	Yes	The Board of Directors of the Company is comprised of: <u>Promoter Executive Director:</u> Ms.Rajshree Pathy (DIN 00001614) <u>Non-promoter Executive Director:</u> Mr. R. Varadarajan (DIN 00001738) <u>Independent Directors:</u> Mr. G.R.Karthikeyan (DIN 01587747) Mr. R.C.H.Reddy (DIN 00006184) Mr. G.S.V.Subba Rao (DIN 00001697) Dr. K.Mohan Naidu (DIN 01774192) <u>Non-Independent Non-Executive Directors:</u> Dr. P. Surulinarayanasami (DIN 01468527) Mr.Raja M.J. Abdeen (DIN 00905319)
B) Independent Directors	49 (IIB)	Yes	--
C) Non-executive Director's compensation & disclosures	49 (IIC)	Yes	Non-executive Directors are not being paid any compensation except sitting fees.
D) Other provisions as to Board and Committees	49 (IID)	Yes	--
E) Code of conduct	49 (IIE)	Yes	--
F) Whistle Blower Policy	49 (IIF)	Yes	--
III. Audit Committee			
A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	<u>Members:</u> Mr.G.S.V.Subba Rao, Chairman Mr.G.R.Karthikeyan, Mr. R.C.H.Reddy, Mr. Raja M.J. Abdeen, Dr.K.Mohan Naidu,

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For RAJSHREE SUGARS & CHEMICALS LIMITED,


 M. PONRAJ
 Company Secretary

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B) Meeting of Audit Committee	49 (IIIB)	Yes	--
C) Powers of Audit Committee	49 (IIIC)	Yes	--
D) Role of Audit Committee	49 (IIID)	Yes	--
E) Review of information by Audit Committee	49 (IIIE)	Yes	--
IV. Nomination and Remuneration Committee	49 (IV)	Yes	--
V. Subsidiary Companies	49 (V)	Yes	--
VI. Risk Management	49 (VI)	Yes	--
VII. Related Party Transactions	49 (VII)	Yes	--
VIII. Disclosures	49 (VIII)		
A) Related party transactions	49 (VIII A)	Yes	--
B) Disclosure of accounting Treatment	49 (VIII B)	--	Not applicable
C) Remuneration of Directors	49 (VIII C)	Yes	Complied in the Annual Report
D) Management	49 (VIII D)	Yes	--
E) Shareholders	49 (VIII E)	Yes	--
F) Proceeds from public issues, rights issues, preferential issues, etc.	49 (VIII F)	--	Not Applicable
IX. CEO/CFO Certification	49 (IX)	Yes	Complied in the Annual Report
X. Report on Corporate Governance	49 (X)	Yes	Complied in the Annual Report
XI. Compliance	49 (XI)	Yes	Complied in the Annual Report

Place : Coimbatore
Date : 9th October 2015

For RAJSHREE SUGARS & CHEMICALS LIMITED,


M. PONRAJ
Company Secretary.

Signature