

Quarterly Compliance Report on Corporate Governance

Name of the Company

RAJSHREE SUGARS & CHEMICALS LIMITED

Quarter ending on

31st December 2012

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	Vide Annexure
C) Other provisions as to Board and Committees	49 (1C)	Yes	--
D) Code of conduct	49 (1D)	Yes	Vide Annexure
II. Audit Committee			
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	--
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	25% of the exercise price of Rs.55.40 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 24 th October 2012. The balance 75% would be payable within 18 months from the date of allotment (24 th October 2012).



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	--
V. CEO/CFO Certification	49 (V)	Yes	--
VI. Report on Corporate Governance	49 (VI)	Yes	Included in the Annual Report
VII. Compliance	49 (VII)	Yes	Compliance certificate from Auditors attached with Annual Report

For RAJSHREE SUGARS & CHEMICALS LIMITED



R.S. GOWDHAMAN
Company Secretary

Signature

Date: 2nd January 2013

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

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)

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)

For RAJSHREE SUGARS & CHEMICALS LIMITED


R.S. GOWDHAMAN
Company Secretary
SIGNATURE