

## Quarterly Compliance Report on Corporate Governance

Name of the Company

**RAJSHREE SUGARS & CHEMICALS LIMITED**

CIN

**L01542TZ1985PLC001706**

Quarter ending on

**31<sup>st</sup> March 2015**

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
<b>II. Board of Directors</b>	49 (II)		
A) Composition of Board	49 (IIA)	Yes	<p>The Board of Directors of the Company is comprised of:</p> <p><u>Promoter Executive Director:</u> Ms.Rajshree Pathy (DIN 00001614)</p> <p><u>Non-promoter Executive Director:</u> Mr. R. Varadarajan (DIN 00001738)</p> <p><u>Independent Non-Executive 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)</p> <p><u>Non-Independent Non-Executive Directors:</u> Dr. P. Surulinarayanasami (DIN 01468527) Mr.Raja M.J. Abdeen (Din 00905319)</p>
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	--
<b>III. Audit Committee</b>			
A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	<p>The Audit Committee consists of the following Directors as members:</p> <p>Mr.G.S.V.Subba Rao, Chairman (Non-Executive and Independent Director)</p> <p>Mr.G.R.Karthikeyan, Member (Non-Executive and Independent Director)</p> <p>Mr. R.C.H.Reddy, Member (Non-Executive and Independent Director)</p>

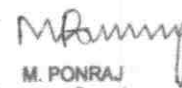
For RAJSHREE SUGARS & CHEMICALS LIMITED,

  
**M. PONRAJ**  
 Company Secretary

			Mr. Raja M.J. Abdeen, Member (Non-Executive and Non-Independent Director) Dr.K.Mohan Naidu, Member (Non-Executive and Independent Director)
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	--
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	--
<b>V. Subsidiary Companies</b>	49 (V)	Yes	--
<b>VI. Risk Management</b>	49 (VI)	Yes	--
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	--
<b>VIII. Disclosures</b>	49 (VIII)		
A) Related party transactions	49 (VIIIA)	Yes	No 'material' transactions were entered into with related parties. The Policy has been uploaded in the website and a web link thereof will be given in Annual Report.
B) Disclosure of accounting Treatment	49 (VIIIB)	--	Not applicable
C) Remuneration of Directors	49 (VIIIC)	Yes	Will be complied in the Annual Report
D) Management	49 (VIID)	Yes	--
E) Shareholders	49 (VIIIE)	Yes	--
F) Proceeds from public issues, rights issues, preferential issues, etc.	49 (VIIIF)	--	Not Applicable
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	Will be complied
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Will be complied in the Annual Report
<b>XI. Compliance</b>	49 (XI)	Yes	Will be complied in the Annual Report

Place : Coimbatore  
Date: 8<sup>th</sup> April 2015

For RAJSHREE SUGARS & CHEMICALS LIMITED,

  
M. PONRAJ  
Company Secretary.

Signature