

## Quarterly Compliance Report on Corporate Governance

Name of the Company

**RAJSHREE SUGARS & CHEMICALS LIMITED**

Quarter ending on

31<sup>st</sup> December 2013

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
<b>I. Board of Directors</b>	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	--
<b>II. Audit Committee</b>			
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	--
<b>III. Subsidiary Companies</b>	49 (III)	Yes	
<b>IV. Disclosures</b>	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

For RAJSHREE SUGARS & CHEMICALS LIMITED,

  
**M. PONRAJ**  
 Company Secretary

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: 2<sup>nd</sup> January 2014

Signature

**RAJSHREE SUGARS & CHEMICALS LIMITED**  
COMPLIANCE REPORT ON CORPORATE GOVERNANCE  
FOR THE QUARTER ENDED 31<sup>st</sup> DECEMBER 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 Non-promoter Executive Director         | Mr. R. Varadarajan   |
| - 4 Independent Non-Executive Directors     | Mr. G.R.Karthikeyan<br>Mr. R.C.H.Reddy<br>Mr. G.S.V.Subba Rao<br>Dr. K.Mohan Naidu |
| - 2 Non-Independent Non-Executive Directors | Dr. P. Surulinarayanasami<br>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 24<sup>th</sup> October 2012. The balance 75% would be payable within 18 months from the date of allotment (24<sup>th</sup> October 2012).

For RAJSHREE SUGARS & CHEMICALS LIMITED,

  
M. PONRAJ  
Company Secretary.

SIGNATURE