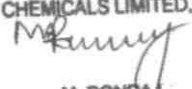


Quarterly Compliance Report on Corporate Governance

Name of the Company **RAJSHREE SUGARS & CHEMICALS LIMITED**
 CIN **L01542TZ1985PLC001706**
 Quarter ending on **31st December 2014**

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 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) <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	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 M.J. Abdeen, Member (Non-Executive and Non-Independent Director)

For RAJSHREE SUGARS & CHEMICALS LIMITED.

M. PONRAJ
 Company Secretary.

			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	--
IV. Nomination and Remuneration Committee	49 (IV)	Yes	--
V. Subsidiary Companies	49 (V)	Yes	--
VI. Risk Management	49 (VI)	N.A.	Formation of Risk Management Committee is not applicable based on Market Capitalisation.
VII. Related Party Transactions	49 (VII)	Yes	--
VIII. Disclosures	49 (VIII)		
A) Related party transactions	49 (VIIIA)	Yes	No 'material' transactions were entered into with related parties.
B) Disclosure of accounting Treatment	49 (VIIIB)	--	Not Applicable
C) Remuneration of Directors	49 (IIIC)	Yes	--
D) Management	49 (IIID)	Yes	--
E) Shareholders	49 (IIIE)	Yes	--
F) Proceeds from public issues, rights issues, preferential issues, etc.	49 (IIIF)	--	Not Applicable
IX. CEO/CFO Certification	49 (IX)	Yes	--
X. Report on Corporate Governance	49 (X)	Yes	Will be complied in the next Annual Report
XI. Compliance	49 (XI)	Yes	Will be complied in the next Annual Report

For RAJSHREE SUGARS & CHEMICALS LIMITED.


M. PONRAJ
Company Secretary.

Date: 12th January 2015

Signature