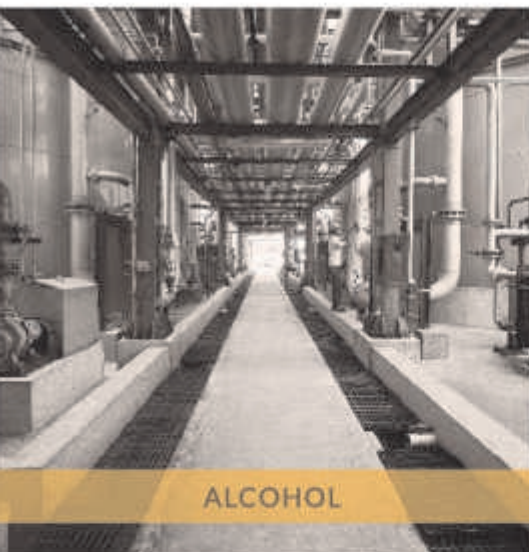



RAJSHREE
SUGARS & CHEMICALS LTD



ANNUAL REPORT 2014-15

RAJSHREE SUGARS & CHEMICALS LIMITED
CIN L01542TZ1985PLC001706

Regd. Office: "The Uffizi", 338/8, Avanashi Road, Peelamedu, Coimbatore - 641 004

NOTICE TO THE MEMBERS

Notice is hereby given that the 29th Annual General Meeting of the Members of Rajshree Sugars & Chemicals Limited will be held on Monday, the 10th August 2015 at 10.00 AM at the Chamber Hall, Indian Chamber of Commerce & Industry, Avanashi Road, Coimbatore 641 018 to transact the following business:

ORDINARY BUSINESS:

- 1 To consider and adopt the standalone Statement of Profit & Loss, Cash flow statement for the year ended 31st March 2015, the Balance Sheet as on that date, notes thereon and the report of the Board of Directors and the report of the Auditors.

"**RESOLVED** that the audited Standalone Financial Statements of the Company for the year ended 31st March 2015 including Audited Balance Sheet as on that date, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, together with the Board's Report and the Auditors' Report thereon as presented to the meeting, be and are hereby adopted."

- 2 To consider and adopt the Consolidated Statement of Profit & Loss, Cash flow statement for the year ended 31st March 2015, the Balance Sheet as on that date, notes thereon and the report of the Auditors.

"**RESOLVED** that the audited Consolidated Financial Statements of the Company for the year ended 31st March 2015 including Audited Balance Sheet as on that date, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, together with the Auditors' Report thereon as presented to the meeting, be and are hereby adopted."

- 3 To appoint a Director in the place of Mr. Raja M.J. Abdeen (DIN 00905319) who retires by rotation and being eligible offers himself for re-appointment.

"**RESOLVED** that Mr. Raja M.J. Abdeen (DIN 00905319), Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4 Appointment of Auditors

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to Section 139 and other applicable provisions of the Companies Act, 2013 and rules made thereunder and pursuant to recommendations of the Audit Committee of the Board, the Company do hereby appoint M/s. Srikishen & Co. Chartered Accountants (Registration No. 0040009S), the retiring auditors as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company on recommendation by Audit Committee."

SPECIAL BUSINESS :

5 Remuneration for Cost Auditor

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** the Company do hereby confirm and ratify in terms of Section 148 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder, the remuneration approved by the Board of Directors on the recommendation of the Audit Committee, for M/s.S.Mahadevan & Co. Cost Accountants (Firm Registration No.000007 for conducting the audit of the cost records for the products sugar, cogeneration of power and industrial alcohol of the Company for the financial year ending March 31, 2016, as set out below:"

Product	Amount (₹ per annum)
Sugar	80,000
Co-generation of power	45,000
Industrial Alcohol	25,000

By Order of the Board

Place : Coimbatore
Date : 27th May 2015

M. PONRAJ
Company Secretary

NOTE:

- The Register of Members of the Company will remain closed from 3rd August 2015 to 10th August 2015 (both days inclusive).**
- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a Proxy to attend and vote instead of himself/herself and the Proxy need not be a Member. The Proxy can vote in favour or against the resolution at poll.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- Members are requested to intimate the change in bank mandate/address, if any, immediately to the Registrars and Transfer Agents of the Company, M/s.S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore 641 006.
- Members are requested to bring their copy of the Annual Report with them to the Annual General Meeting.
- The Company's equity shares are listed in the following stock exchanges at present.

a. National Stock Exchange of India Limited, Mumbai

b. BSE Limited, Mumbai

The Company has paid the Annual listing fees in respect of the above stock exchanges. The Annual custodian fees to National Securities Depository Limited and Central Depository Services (India) Limited for the financial year 2015-16 will be paid on receipt of bills from them.

- The following are the details of dividends declared by the Company and the respective due dates for transfer of unclaimed / unpaid dividend to the Investor Education and Protection Fund (IEPF).

Date of declaration of dividend	Dividend for the financial year	Due date of credit to the Central Government	Due date of transfer to the Central Government
23.09.2009	2008-2009	22.09.2016	22.10.2016
20.09.2010	2009-2010	19.09.2017	19.10.2017

It may be noted that no claim of the shareholders will be entertained for the unclaimed / unpaid dividends after their credit to the Investor Education & Protection Fund.

In view of the above, the shareholders are advised to send their unencashed dividend warrants to the Registered Office of the Company for revalidation and encash them before the due date for credit to the IEPF.

- 7 The details pertaining to Mr. Raja M.J. Abdeen to be provided in terms of clause 49 of the Listing Agreement with the Stock Exchanges is furnished in the annexure.
- 8 Members desirous of obtaining any information concerning the financial statements and operations of the company are requested to address their queries in writing atleast two weeks before the meeting, so that the information may be made available at the meeting.
- 9 Electronic copy of the Annual Report and AGM Notice are being sent to all the members whose e-mail ID is registered with the Company / Depository Participants unless any member has requested for a hard copy of the same. For members who have not registered their e-mail ID, physical copies of annual report and AGM notice for the year 2014-15 are sent through the permitted mode separately.
- 10 Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, notices, circulars etc., from the Company. The e-mail may be registered with the Registrar and Share Transfer Agents of the Company viz., M/s.S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore 641 006. (E-mail: info@skdc-consultants.com).

However, the company can send a physical copy of the Annual Report upon receipt of a requisition from the member of the Company. The Annual Report is available in the website of your company www.rajshreesugars.com and for inspection at the Registered Office of the company during office hours.

Members are requested to support this Green Initiative by registering / updating their e-mail addresses for receiving electronic communications.

- 11 E-Voting option is provided to members pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. Please read carefully the instructions for 'e-Voting Process' attached to this notice. Cut-off date for determining the eligibility to vote by electronic means is **August 3, 2015**.
- 12 The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and the Register of Contracts and Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
- 13 The Statement pursuant to section 102(1) of the Companies Act, 2013, in respect of special business is annexed hereunder.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

ITEM No. 5 Remuneration for Cost Auditor

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s S. Mahadevan & Co. Cost Auditors to conduct the audit of the cost records of the Company in respect of the products sugar, cogeneration of power and industrial alcohol, for the financial year ending March 31, 2016 as per the following details:

Product	Amount (₹ per annum)
Sugar	80,000
Co-generation of power	45,000
Industrial Alcohol	25,000

Pursuant to Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as determined by the Board on recommendation of Audit Committee, has to be ratified by the shareholders of the Company at the following general meeting.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.05 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the resolution for approval by the shareholders.

ITEM No 3 :

Details of Mr. Raja M.J. Abdeen (DIN 00905319 Date of Birth 19.06.1950) seeking re-appointment as Director, as required under Clause 49 of the Listing Agreement.

Mr. Raja M.J. Abdeen, Under graduate in general education, is a non-resident Indian based in Singapore with interests in shipping, travel and real estate.

He has wide expertise in the field of administration, management and finance.

He holds Directorship and membership in Committees of other Companies as follows:

<u>Directorship in other companies</u>	<u>Membership in Committees</u>
Abdeen UK Ltd, London	Nil
Far Eastern Services P Ltd, Singapore	Nil
Straitsship Services P Ltd, Singapore	Nil
Straits Orient Agencies Pte Ltd	Nil
Olympic Maritime Carriers P Ltd	Nil
Rajnish Textiles & Exports Pte Ltd	Nil
Straits Travel & Tours (Pte.) Ltd	Nil
Osjay Shipping & Forwarding (Sdn) Bhd, Malaysia	Nil
Straits Granites & Minerals Pte Ltd.	Nil
Straits Ship-Chandlers (1941) Pte Ltd.	Nil
Far Eastern Services (Malaysia) Sdn. Bhd	Nil
Straits Griffin Logistix (India) Pvt. Ltd.	Nil
Straits Griffin (S) Pte. Ltd.	Nil

He holds membership in the following committees of the company:

Stakeholder Relationship Committee	Chairman
Audit Committee	Member
Nomination & Remuneration Committee	Member

He holds 10,10,000 equity shares in the Company.

By Order of the Board

Place : Coimbatore
Date : 27th May 2015

M. PONRAJ
Company Secretary

VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of clause - 35B of the Listing Agreement read with section 108 of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their votes by electronic means for all the resolutions detailed in the Notice of the 29th Annual General Meeting scheduled to be held on Monday, the 10th day of August 2015 at 10.00 AM and the business may be transacted through e-voting. The Company has engaged the services of CDSL as the authorized agency to provide the e-voting facilities as per instructions below.

In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in respect of the resolution as set out in this Notice, a Ballot Form is annexed. A member desiring to exercise vote by ballot shall complete the enclosed Ballot Form with assent (for) or dissent (against) and send it to Scrutinizer so as to reach him on or before 5:00 PM on August 9, 2015. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received. Kindly note that members can opt for only one mode of voting i.e. either by Physical ballot or through e-voting. If members are opting for e-voting then do not vote by physical ballot or vice versa.

However, in case of Members casting their vote both by Physical ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.

Details of persons to be contacted for issues relating to e-voting:

S.K.D.C. Consultants Ltd, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641 006
Telephone No. 91-422-6549995, 2539835, 2539836 Fax : +91 422 2539837
Email ID : info@skdc-consultants.com Website : www.skdc-consultants.com

The e-voting module shall be disabled for voting on August 9, 2015 at 5.00 p.m. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the company as on August 3, 2015 (cut-off date for determining the eligibility to vote through electronic mode).

Sri B.Krishnamoorthi, FCA, Practising Chartered Accountant has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of the voting at General meeting, first count the votes cast at the meeting, and thereafter unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any within Three days of Conclusion of the Meeting, to the Chairman of the meeting. The Chairman shall declare the results of the voting forthwith. The results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL, immediately, after the Chairman declares the result.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on August 7, 2015 at 9:00 am and ends on August 9, 2015 at 5:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 3, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

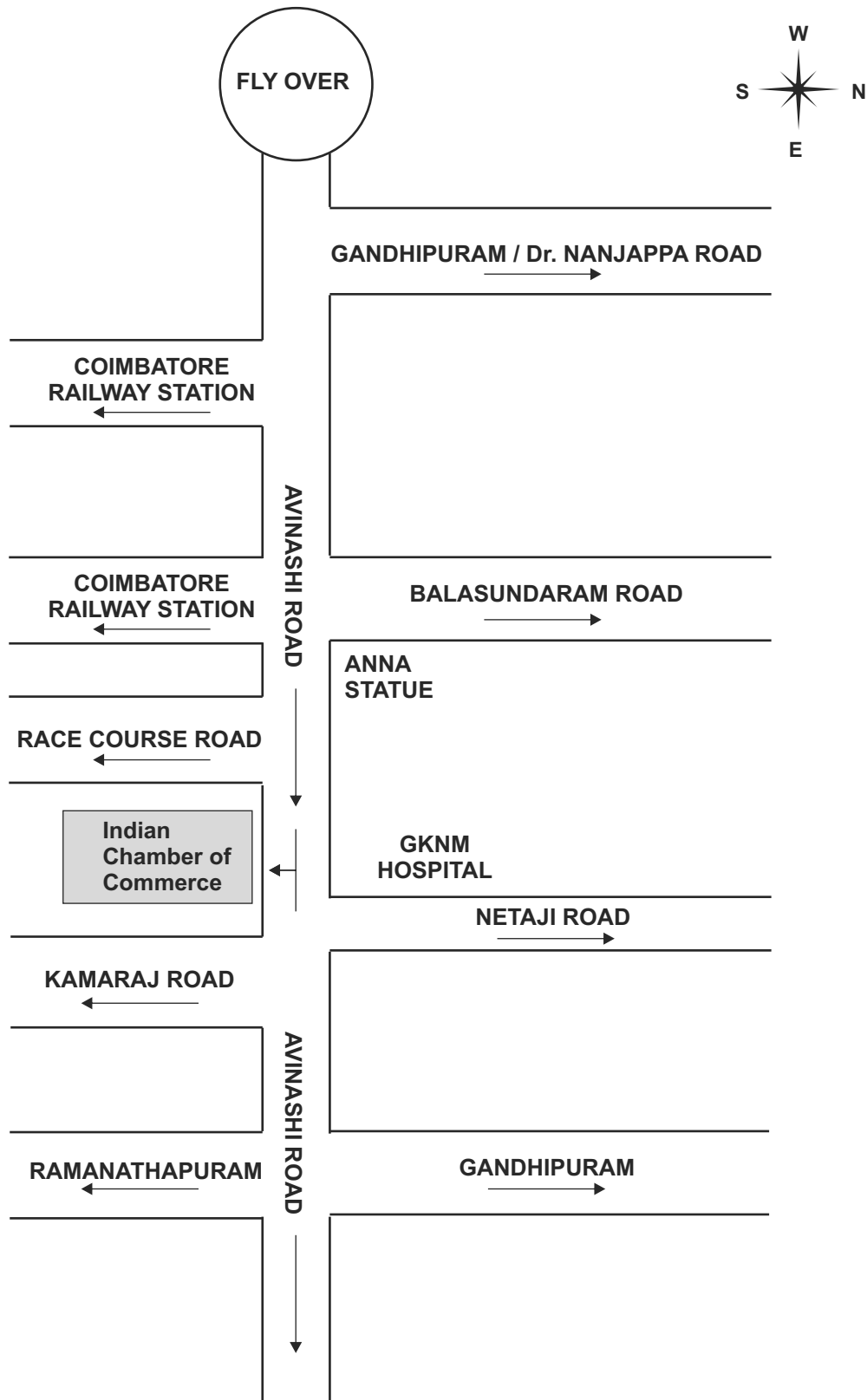
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>*Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number provided at the attendance slip enclosed herewith in the PAN field.</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant to Rajshree Sugars & Chemicals Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

“ROUTE MAP FOR THE VENUE OF ANNUAL GENERAL MEETING”



BOARD OF DIRECTORS

Mr. RAJA M.J. ABDEEN (DIN 00905319)

Dr. P. SURULINARAYANASAMI (DIN 01468527)

Mr. G.R. KARTHIKEYAN (DIN 01587747)

Mr. G.S.V. SUBBA RAO (DIN 00001697)

Mr. R.C.H. REDDY (DIN 00006184)

Dr. K. MOHAN NAIDU (DIN 01774192)

Mr. R. VARADARAJAN (DIN 00001738)
Wholetime Director

Ms. RAJSHREE PATHY (DIN 00001614)
Chairperson and Managing Director

Auditors

M/s Srikishen & Co.
Kanapathy Towers, 3rd Floor
1391/A-1, Sathy Road
Ganapathy
Coimbatore 641 006.

President & Chief Financial Officer

Mr. A. Sathyamurthy

Company Secretary

Mr. M. Ponraj

Registrars & Share Transfer Agents

M/s SKDC Consultants Limited
Kanapathy Towers, 3rd Floor
1391/A-1, Sathy Road, Ganapathy
Coimbatore 641 006.

Registered Office

'The Uffizi'
338/8 Avanashi Road
Peelamedu
Coimbatore 641 004

Factory Unit I Sugar, Cogeneration & Distillery

Varadarajnagar P.O.
PIN 625 562
Periyakulam Taluk
Theni District

Factory Unit II Sugar & Cogeneration

Mundiyampakkam PO
PIN 605 601
Vikravandi Taluk, Villupuram District

Factory Unit III Sugar, Cogeneration & Distillery

Semmedu Village, Gingee Taluk
PIN 604 153.
Villupuram District

Bankers

State Bank of India
State Bank of Mysore
State Bank of Hyderabad
UCO Bank
Bank of India
ICICI Bank Ltd.
Axis Bank Ltd.
Federal Bank Ltd.

CONTENTS	Page No.
Rajshree Sugars & Chemicals Limited	
Board's Report	2
Auditors' Report	44
Financial Statements	47
Consolidated Financial Statements	
Auditors' Report	67
Financial Statements	71

BOARD'S REPORT

Your Directors have pleasure in presenting the 29th Annual Report on the business and operations of the company and the audited financial statements for the year ended 31st March 2015.

	2014-15	2013-14
` in lakhs		
FINANCIAL HIGHLIGHTS		
Total Income	58,356.91	83,598.47
Profit before Finance Costs, Depreciation and exceptional items	1,807.36	7,013.68
Less: Finance Costs	6,473.96	7,343.70
Depreciation	2,968.48	3,530.47
Exceptional items	--	--
Extraordinary items	--	--
Profit / (Loss) before Tax	(7,635.08)	(3,860.49)
Deferred Tax Liability / (Asset) provided	(2,359.24)	(1,192.89)
Profit / (Loss) after Tax	(5,275.84)	(2,667.60)
Basic / Diluted Earnings Per Share of ` 10/- each before extraordinary items	(22.18)	(11.21)
Basic / Diluted Earnings Per Share of ` 10/- each after extraordinary items	(22.18)	(11.21)

DIVIDEND

The Board of Directors has not recommended any dividend for the year ended 31st March 2015.

FINANCIAL PERFORMANCE

Your Company earned an income of ` 58,356.91 lakhs in the year 2014-15 as against ` 83,598.47 lakhs during the previous year. The Company has incurred a net loss of ` 5,275.84 lakhs as against the net loss of ` 2,667.60 lakhs incurred during the previous year.

OPERATIONAL PERFORMANCE

Sugar Division

The inadequate rainfall in the command area of the factories and the low sugar prices during the previous season led to reduction in sugarcane crushing in 2014-15. The average recovery of sugar was 9.14% as against 9% in the previous year.

The Company produced 1.45 lakh tons of sugar as against 2.22 lakh tons in the previous year. The Company sold 1.49 lakh tons (including exports) as against 2.24 lakh tons in the previous year.

The key operational data of our sugar division for the year 2014-15 are as follows :

Sugar Division - at a glance	2014-15	<i>2013-14</i>
Sugarcane crushed (Tons)	1,584,231	2,466,747
Recovery %	9.14	9.00
Sugar Produced (Tons)	144,789	222,035
Sugar Sold (Tons)		
- Domestic (including Levy)	138,959	224,095
- Exports	10,000	--

Cogeneration Division

The operations of cogeneration division across all the Units were satisfactory. During the year under review, the total power generated by all our Units was 1,918 lakh units as against 2,672 lakh units in the previous year on the back of lower cane crushed. The company exported 1,252 lakh units during the year as against 1,643 lakh units in the previous year.

The Company has received 73,568 units of carbon credits during the year ended 31st March 2015 which has been accounted during the year under review.

Distillery Division

The distillery units located at Unit I and III have produced 193.82 lakh litres of Alcohol in 2014-15 as against 271.61 lakh litres of Alcohol in the previous year and sold 193.68 lakh litres of alcohol as against 268.56 lakh litres of alcohol in the previous year.

Operations of subsidiary company

Trident Sugars Limited

Your wholly owned subsidiary Company, Trident Sugars Limited, has crushed 5.04 lakh tons of sugarcane during the financial year 2014-15 as against 3.80 lakh tons in the previous year. The company produced 55,334 tons of sugar and sold 47,973 tons of sugar during the financial year as against 41,243 tons of production and 30,551 tons of sales in the previous year.

Accounts of Subsidiary

As per sub-section 3 of Section 129 of the Companies Act 2013, the consolidated financial statements are also being given in addition to the standalone financial statements of the Company. The financial statements of the subsidiary will however be made available to those members who request the same. A separate statement containing the salient features of the financial statements of the subsidiary in the prescribed Form AOC-1 is annexed with this report as Annexure 8.

FUTURE OUTLOOK

Sugarcane crushing for the year 2015-16 is likely to be marginally higher than the crushing for the year 2014-15 on account of increase in planting in our command area.

Falling trend of domestic sugar prices and the disconnect between sugarcane and sugar price continue to pose a great challenge to your company's financials and cash flow.

Your company earnestly hopes that both Central and State Governments would intervene with measures to remove surplus sugar from the system and support sugar prices to help the industry recover economical viability. Notwithstanding the above, your company is committed to working towards better crop management and improving operational efficiencies.

FIXED DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 during the year under review.

The earlier deposits (accepted as per the provisions of previous Companies Act 1956) outstanding as on 31st March 2014, amounting to ₹ 142.66 lakhs together with interest has been repaid in full within the stipulated period i.e. before 31st March 2015, as required under Section 74 of the Companies Act, 2013

AUDITORS

M/s. Srikishen & Co, Chartered Accountants, the present auditors of the Company, retire at the ensuing Annual General Meeting and are eligible for reappointment. They have furnished necessary certificate in terms of second and third proviso to Section 139(1) of the Companies Act 2013 read with Rule (4) of Companies (Audit and Auditors) Rules, 2014.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Annexed herewith as Annexure 1

CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The Company has also implemented several best corporate governance practices as prevalent globally. The report on Corporate Governance (Annexure 2) as stipulated under the Listing Agreement forms an integral part of this Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance.

DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL APPOINTED / RESIGNED DURING THE YEAR

The following table shows the Directors and Key Managerial Personnel appointed / resigned during the year.

Name	Designation	Appointment / reappointment	Effective from
Ms.RajshreePathy	Managing Director	Reappointment	3 years from 16.3.2015
Mr.R.Varadarajan	Wholetime Director	Reappointment	3 years from 5.6.2014
Mr. G.R. Karthikeyan Mr. R.C.H. Reddy Mr. G.S.V. SubbaRao Dr. K. Mohan Naidu	Independent Director	Appointment	From 8.9.2014 upto the expiry of 3 years or the date of 31st Annual General Meeting, whichever is earlier.
Dr. P. Surulinarayanasami	Director	Reappointment	From 8.9.2014, liable to retire by rotation
Mr. Raja M.J.Abdeen	Director	Seeking reappointment	At the ensuing AGM, liable to retire by rotation

BOARD EVALUATION

Pursuant to the provisions of Section 134 (3) (p) of the Companies Act, 2013, the statement containing the manner in which the formal annual evaluation made by the Board of its own performance, the directors individually and its various committees, is furnished hereunder:

- Each Director has been furnished with a grade score sheet of other Directors, in which the Director has to fill the grade score between 1 and 5, 1 being lowest and 5 being highest.
- The average grade score has been arrived thereafter and expressed as a percentage. Range of such percentage was then appropriately summarized as "Below Average, Average, Good, Very Good and Excellent".

The Board and its Committees have been evaluated in the same manner.

NUMBER OF MEETINGS

During the year, five Board Meetings were convened and held, the details of which are given in the Corporate Governance Report.

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS

The Independent Directors of the Company have furnished declarations as required under Section 149(6) of the Companies Act 2013, on their appointments as Independent Directors.

WHISTLE BLOWER POLICY ('VIGIL MECHANISM')

As per Clause 49 (II) (F) of the Listing Agreement, the Board has established a Vigil Mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud and violation of the company's code of conduct or ethics policy.

This mechanism also provides for adequate safeguards against victimization of director(s) /employee(s) who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

The copy of Whistle Blower Policy is uploaded in the website of the Company www.rajshreesugars.com.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company has not made any loan, given any guarantee or made any investment as per Section 186 of the Companies Act 2013 except investment in a wholly owned subsidiary Company, viz., Trident Sugars Limited. Please refer Notes J & O to financial statements.

SEXUAL HARASSMENT

There has been no complaint received on Sexual Harassment, during the year under review.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There were no material contracts/arrangements/transactions with related parties during the year. Hence the requirement to furnish Form AOC-2 does not arise.

MATERIAL CHANGES & COMMITMENTS BETWEEN END OF FINANCIAL YEAR AND THIS REPORT.

There have been no material changes & commitments between end of financial year and this report.

MANAGERIAL REMUNERATION AND EMPLOYEE PARTICULARS

The details of disclosures relating to Managerial Remuneration as required pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed (Annexure 7).

INDUSTRIAL RELATIONS

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has established adequate internal control systems which is commensurate with its nature and volume of operations.

RAJSHREE SUGARS & CHEMICALS LIMITED (RSCL) EMPLOYEES STOCK OPTION PLAN 2012

The details of Stock Options granted during the financial year ended as on 31st March, 2015 and other particulars under the "RSCL Employee Stock Option Plan 2012" form part of this report, as Annexure 3.

SECRETARIAL AUDIT

The Board has appointed Mr.G.Soundararajan (Membership No.13993 CP No.4993), a Company Secretary in Practice to undertake the Secretarial Audit of the Company as required under Section 204 of the Companies Act 2013. The Secretarial Audit report is annexed herewith as Annexure 4. The report does not contain any qualification, reservation or adverse remarks.

EXTRACT OF ANNUAL RETURN

The extract of the Annual Return in the prescribed Form MGT 9 is annexed herewith as Annexure 5.

NOMINATION & REMUNERATION POLICY

The Nomination & Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of the Directors and recommended to the Board a policy for appointment and remuneration for the Directors, Key Managerial Personnel and other employees.

The Nomination & Remuneration Policy is furnished as Annexure 6.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, relevant amounts which remained unpaid or unclaimed for a period of 7 years have been transferred by the Company to the Investor Education and Protection Fund. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 8th September 2014 (date of last Annual General Meeting) on the website of the Company (www.rajshreesugars.com), as also on the website of Ministry of Corporate Affairs.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts / financial statements, the applicable accounting standards had been followed along with the proper explanation relating to material departures;
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for the year under review.
- iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The directors have prepared the annual accounts / financial statements, on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system are adequate and operating effectively.

CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all designated employees in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behavior of any form and the Board has laid down the directives to counter such acts. The Code has been posted on the Company's website www.rajshreesugars.com.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated persons of the Company, as per SEBI (Prohibition of Insider Trading) Regulations, 2015.

RISK MANAGEMENT POLICY

The Company has formulated a Risk Management Policy as required under clause 49 (VI) of the Listing Agreement. The Company has also formulated a specific policy viz., 'Forex and Interest Rate Risk Management Policy for Currency and Interest Rate Risk Management', which is also in effect.

At present the Board has not identified any element of risk which may threaten the existence of the company. However, the details about the risks being faced by the Company is furnished in the 'Management Discussion & Analysis Report' (Annexure 9).

SIGNIFICANT & MATERIAL ORDERS PASSED BY REGULATOR OR COURTS OR TRIBUNALS IMPACTING GOING CONCERN STATUS AND COMPANIES OPERATIONS IN FUTURE

There have been no significant & material orders passed by regulator / courts / tribunals impacting going concern status and companies operations in future.

ACKNOWLEDGEMENT

Your Directors thank the Banks and Financial Institutions for their valuable and timely financial assistance and support provided by them to the Company. Your Directors also thank the cane growers, suppliers, Government Institutions and others for the cooperation extended to the Company. The Board also places on record its appreciation of the dedicated services rendered by the employees of the Company.

May **Goddess Lakshmi** shower Her blessings for the continued prosperity of the Company.

For and on behalf of the Board

Place : Coimbatore
Date : 27th May 2015

RAJSHREE PATHY
Chairperson and Managing Director

ANNEXURE 1 TO BOARD'S REPORT FOR THE YEAR ENDED 31st MARCH 2015

A. CONSERVATION OF ENERGY

- i) The steps taken or impact on conservation of energy;

At Unit-I, Varadarajnagar:

- a) One 35 HP Service pump operation stopped during off-season and 2 HP pump put into operation, thereby achieving power saving of 14382KWHr
- b) 2 HP pump put into operation in-place of 15 HP pump for compressor cooling water requirement during off-season in the ETP in the blower cooling water requirement, thereby achieving power saving of 15300 KWHr.

At Unit-II, Mundiampakkam

- c) One Vapour Absorption system sulphur burner installed, which has resulted in saving 3.75 MT of 9 ata steam every day, and 750 MT of steam saved annually.
- d) Replacement of Flue Gas duct in the co-gen boiler leading to power saving of 0.78% in the Auxiliary power consumption. Around 7 Lakh units of power is saved annually.
- e) One VFD installed in the Sulphited Juice pump which has resulted in power saving of 15 KW/hr and 57,600 Units saved annually.

At Unit-III, Semmedu

- f) Vapour Absorption system sulphur burner installed, which has resulted in 7.5 MT of 9 ata steam saved every day, and 1305 MT of steam saved annually.
- g) Direct contact type heater installed for centrifugal wash water system, thereby saving 7.5 MT of 9 ata steam per day and 1305 MT annually.
- h) One VFD provided for the turbine condensate extraction pump resulting in power saving of 360 Units per day.
- i) Power capacitor of 6X 75 KVAR introduced resulting in power saving of 1800 Units per day.

- ii) The steps taken by the company for utilising alternate sources of energy;

At Unit-3 : 125 KVA Bio gas generator installed and 189000 KWHr power generated and consumed.

- iii) The capital investment on energy conservation equipment;

Unit-1, ` Nil
Unit-2, ` 25.00 Lakhs
Unit-3, ` 4.10 Lakhs

B. TECHNOLOGY ABSORPTION

- i) The efforts made towards technology absorption;

- 1) Program of continual evaluation and release of new sugarcane varieties resulted in two new high quality varieties being planted by farmers on a large scale.
- 2) Production of good quality tissue culture derived seed material resulted in improvement in nursery utilization by farmers which led to significant reduction in diseases like red rot, wilt and viral diseases. This initiative by the company was widely acclaimed by Research Institutions.
- 3) Sustained technology up-gradation in biological control agent production in both In-house R&D and Farmer-entrepreneur facilities enabled coverage of 40% of area with eco-friendly biological control agents and significant reduction in pest incidence.
- 4) First of its kind novel training module on "Sugarcane cultivation technology" developed as an enthralling movie capsule with financial support from Solidaridad.

- 5) The concept of Mobile Village Theatre (MVT), which is a first of its kind initiative in the sugar industry evoked tremendous response from farmers and 8000 farmers were trained in their villages using the facility.
 - 6) Concept of "Technical and Transactional SMS" was introduced for the first time in a sugar industry in collaboration with IFFCO Kisan Sanchar Limited, wherein farmers receive periodic message updates on cane cultivation practices to be adopted.
 - 7) Sustenance in cane productivity was achieved by covering an area of 27000 acres with Bio products which is an increase of 43 % in area covered over the previous year.
 - 8) Seven new Farmer-entrepreneurs operating trash shredders were inducted as service providers in the year.
 - 9) Highest coverage area of 4500 acres with trash shredding was achieved with 45 trash shredders operated by Farmer- Entrepreneurs in all units. The incorporation of trash enabled valuable recycling of farm waste to wealth as organic manure.
- ii) The benefits derived like product improvement, cost reduction, product development or import substitution;
- 1) Significant increase in adoption of technologies through R&D and extension services has led to sustenance of sugarcane area and productivity in spite of continual drought in the current year.
 - 2) Adoption of Ratoon management practices and farmer training programs enabled sustenance of multiratoons by farmers with better yield and profitability which also led to adequate sugarcane supply to the factories.
 - 3) Noteworthy increase in area coverage with Eco friendly Bio-products and Bio-control agents entailed soil health improvement and reduction in pest incidence, which resulted in supply of quality sugarcane to the mills.
 - 4) Sustained development and operation of farmer - entrepreneurs as service providers and company ambassadors providing farmers with ease to technology access resulted in significant improvement in levels of technology adoption.
 - 5) Pioneering training modules and farmer training concept with wider dissemination of technology and with special focus on technology empowerment of women farmers resulted in good implementation of sugarcane cultivation practices.
 - 6) The R&D and extension initiatives have brought about sustenance of sugarcane productivity and quality in the command area of the factories , inspite of adverse climate conditions.
- iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) ; Not Applicable.
- iv) The expenditure incurred on Research and Development : ` 154.08 lakhs

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows (` in lakhs)

	2014-15	<i>2013-14</i>
Foreign exchange earned :	1,331.37	<i>425.86</i>
Foreign exchange outgo :	1,280.56	<i>11,213.08</i>

ANNEXURE 2 TO BOARD'S REPORT

CORPORATE GOVERNANCE REPORT

1. Company's philosophy on code of Governance

The Company believes that good corporate governance is essential to achieve long term corporate goals and enhance shareholder value. The company is committed to produce sugar and value added by-products of good quality and strive for continuous improvement in all spheres of its activities to create value that can be sustained over a long term for all its shareholders, employees, customers, government and lenders. The Company endeavours to ensure that high standards of ethical conduct are maintained throughout the organization.

2. Board of Directors

As on the date of this report, 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
- 2 Non-Independent Non-Executive Directors Mr. Raja M.J. Abdeen
Dr. P. Surulinarayanasami
- 4 Independent Directors Mr. G.R.Karthikeyan
Mr. R.C.H.Reddy
Mr. G.S.V.Subba Rao
Dr. K.Mohan Naidu

Attendance of Directors at Board meetings and Annual General meeting during the year 2014-15:

Name of Director	No. of Board Meetings held	No. of Board Meetings attended	Last AGM attended	In Board of other Companies		In Committee of other Companies	
				Membership	Chairmanship	Membership	Chairmanship
Ms.Rajshree Pathy	5	5	Yes	11	--	1	--
Mr. R.Varadarajan	5	5	Yes	6	--	2	--
Mr. G.R.Karthikeyan	5	5	Yes	4	--	3	--
Dr. P.Surulinarayanasami	5	3	Yes	1	--	--	--
Mr. Raja M.J.Abdeen	5	4	Yes	13	--	--	--
Mr. R.C.H. Reddy	5	3	No	7	--	4	--
Mr. G.S.V.Subba Rao	5	4	No	--	--	--	--
Dr. K.Mohan Naidu	5	5	Yes	2	--	1	--

During the year, 5 Board meetings were held respectively on 14th May 2014, 24th July 2014, 8th September 2014, 1st November 2014 and 13th February 2015.

3. Audit Committee

The Audit Committee constituted by the Board of Directors consists of the following Directors as members.

Mr. G.S.V.Subba Rao	(Chairman)	Independent Director
Mr. G.R.Karthikeyan	(Member)	Independent Director
Mr. R.C.H.Reddy	(Member)	Independent Director
Mr. Raja M.J.Abdeen	(Member)	Non-Executive and Non-Independent Director
Dr. K.Mohan Naidu	(Member)	Independent Director

The terms of reference of Audit Committee includes matters specified in section 147 of the Companies Act 2013 and Clause 49 of the Listing Agreement (as revised with effect from 1.10.2014).

The brief description of such terms of reference are as follows:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered;
- Review of accounting and financial policies and practices;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Evaluation of internal financial controls and risk management systems;
- Reviewing with the management, the quarterly / annual financial statements and Auditors' Report before submission to the Board for approval;
- Approval or any subsequent modification of related party transactions;
- Other terms of reference included from time to time based on provisions of Clause 49 of the Listing Agreement / Companies Act 2013.

During the year, four meetings were held respectively on 14th May 2014, 24th July 2014, 1st November 2014 and 13th February 2015. Members' attendance at the meetings were as follows:

Name of the Member	No. of meetings held	No. of meetings attended
Mr. G.S.V. Subba Rao	4	4
Mr. G.R. Karthikeyan	4	4
Mr. Raja M.J. Abdeen	4	3
Mr. R.C.H. Reddy	4	3
Dr. K. Mohan Naidu	4	4

4. Nomination and Remuneration Committee (NR Committee)

The NR Committee consists of the following Directors as members:

Mr. G.R. Karthikeyan	(Chairman)	Independent Director
Mr. R.C.H. Reddy	(Member)	Independent Director
Mr. Raja M.J. Abdeen	(Member)	Non-Executive and Non-Independent Director

Terms of reference:

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal.
- To carry out evaluation of every Director's performance
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees
- To formulate the criteria for evaluation of Independent Directors and the Board
- To devise a policy on Board diversity
- To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable;
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

The Nomination & Remuneration Policy is annexed with Board's report.

During the year, three meetings of the NR Committee were held respectively on 14th May 2014, 24th July 2014 and 13th February 2015 and all the Members attended the meetings.

5. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee is headed by Mr. Raja M.J. Abdeen, Non-Executive Director. Mr. M. Ponraj, Company Secretary is the Compliance Officer. During the year 2014-15, one complaint was received and the same has been resolved to the satisfaction of the shareholder/s. As of 31st March 2015, there are no complaints/queries pending reply. An exclusive email ID for addressing shareholders grievances, viz., investor@rajshreesugars.com is already available.

6. Corporate Social Responsibility Committee ('CSR Committee')

The Company is not required to constitute a CSR Committee u/s 135(1) of the Companies Act, 2013. However, the Company has voluntarily constituted a CSR Committee. The CSR Committee constituted consists of the following Directors as members:

Dr. K. Mohan Naidu	Chairman (Independent Director)
Mr. Raja M.J. Abdeen	Member (Non-executive & Non-Independent Director)
Mr. R. Varadarajan	Member (Executive Director)

A broad term of reference of the CSR Committee is furnished hereunder:

- a) To formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;

- b) To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;
- c) To monitor the CSR policy of the company from time to time.

The Company was not required to incur any expenditure on CSR u/s135 of the Act.

7. Remuneration of Directors

The remuneration paid to Executive Directors for the year 2014-2015 was as follows (in `):

Managerial remuneration	Ms. Rajshree Pathy	Mr. R.Varadarajan
Salary	1,23,49,133	48,00,000
Commission	--	--
Perquisites	16,500	9,24,745
Sitting Fees	1,00,000	1,00,000
Total	1,24,65,633	58,24,745

Mr. R.Varadarajan has been granted 1,01,088 Stock Options under the Company's Employee Stock Option Plan 2012 (ESOP 2012) at an exercise price of ` 55.40 per stock option. The stock options were not issued at discount. The exercise period would be a maximum of 4 years from the date of vesting of options. No other Directors has been granted stock options.

There are no pecuniary relationships or transactions of the Non-Executive Directors vis-à-vis the Company.

The number of shares held by the non-executive Directors is as follows:

Name of Director	No. of shares held	% to the total share capital of the company
Dr.P.Surulinarayanasami	1,131,107	4.754
Mr.Raja M.J.Abdeen	1,010,000	4.245
Mr.G.R.Karthikeyan	1,040	0.004
Mr.R.C.H.Reddy	832	0.003
Dr.K.Mohan Naidu	1,000	0.004
Mr.G.S.V.Subba Rao	--	--

8. Policy on Related Party Transactions

The Company has a policy on Related Party Transaction and the same has been displayed on the website of the Company. The web-link is furnished hereunder:

<http://www.rajshreesugars.com/images/stories/policy1.pdf>

9. Policy on Material Subsidiaries

The Company has a policy on material subsidiaries and the same has been displayed on the website of the Company. The web-link is furnished hereunder:

http://www.rajshreesugars.com/images/stories/Policy_on_Material_Subsidiaries.pdf

10. Familiarisation Program for Independent Directors

The Company has formulated a Familiarisation Program for its Independent directors to familiarize them with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc.,

The details of such familiarisation programmes are disclosed on the company's website and a web link thereto is furnished hereunder:

http://www.rajshreesugars.com/images/stories/Familiarisation_Program_for_Independent_Directors.pdf

11. A Statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual Directors

Nomination and Remuneration Committee of the Board had prepared and sent through its Chairman draft parameterized feed back forms for evaluation of the Board, Independent Directors and Chairman.

Independent Directors at a meeting without attendance of non-independent directors and anyone from the management, considered/evaluated the Board's performance, performance of the Chair person and individual Directors.

The Board subsequently evaluated performance of the Board, the Committees and Independent Directors (without participation of the relevant director).

12. General Body meetings

Location and time for the last three Annual General Meetings are as follows:

Year	Location	Date	Time	No. of special resolutions passed
2011-12	Chamber Hall, Indian Chamber of Commerce & Industry, Coimbatore.	08.08.2012	11.00 AM	--
2012-13	--as above--	12.08.2013	11.00 AM	--
2013-14	--as above--	08.09.2014	10.00 AM	4

No special resolutions were passed last year through Postal Ballot.

In compliance with the provisions of clause 35B of the Listing Agreement read with Section 108 of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the company has provided members the facility to exercise their votes by electronic means / Ballot form for all the resolutions detailed in the Notice sent for the last AGM held on 8th September 2014.

13. Disclosures

There are no materially significant transactions with related parties viz. promoters, directors or the management, their subsidiaries or relatives that have potential conflict with company's interests.

No penalty or strictures have been imposed on the company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

The Company has formulated the Whistle Blower Policy. Access to the Audit Committee has not been denied to any personnel.

The Company has complied with all the mandatory requirements of Clause 49 of the Listing agreement.

Investor complaints of non-receipt of dividends, non-receipt of annual reports, etc. forwarded by SEBI are periodically resolved and uploaded into SCORES (SEBI Complaints Redressal System) website and no complaints were pending during the year under review.

The Company has fulfilled non-mandatory requirement, namely, the Financial Statements are unqualified under Annexure XIII to the Listing Agreement.

14. Means of Communication

The company is publishing audited financial results / quarterly unaudited financial results and notice advertisements in The Hindu-Business Line and Dinamani (vernacular language) regularly. The Company is proposing to publish the financial results / notice advertisements in the Business Standard daily, in lieu of the Hindu Business Line. The company has also posted the corporate governance report, quarterly/annual results, shareholding pattern, and such other details as required under the Listing Agreement / Companies Act, 2013 in the Company's website www.rajshreesugars.com.

The Company has not made any presentations to institutional investors or to the analysts.

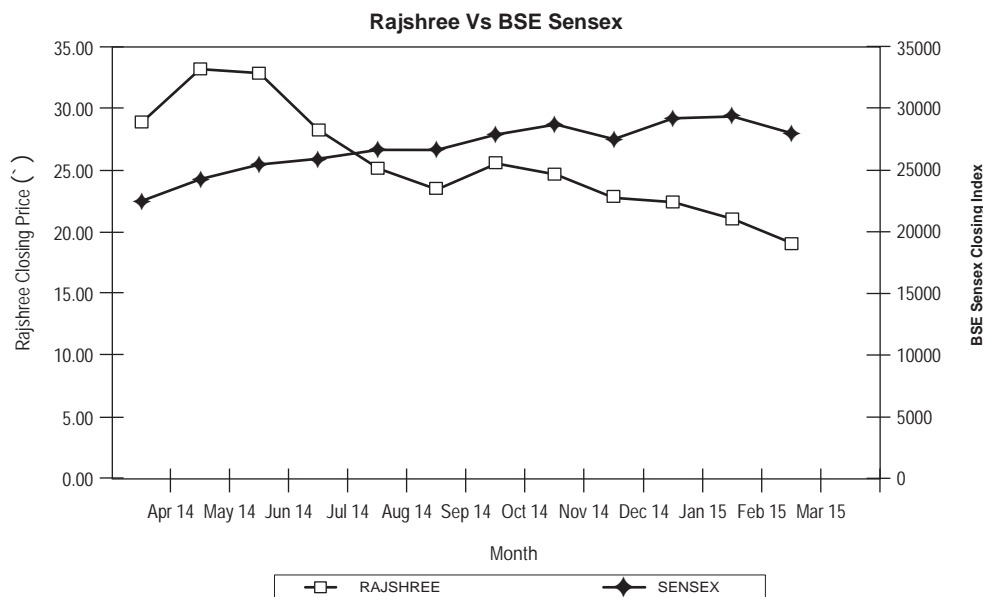
15. General shareholder information

i. AGM Date, time and venue	Monday, the 10th August 2015 at 10.00 A.M Chamber Hall, Indian Chamber of Commerce and Industry, Avanashi Road, Coimbatore 641 018.
ii. Financial year	12 Months ending 31st March
iii. Financial calender 2015-16 First quarterly results Second quarterly results Third quarterly results Audited yearly results	Before 15th August 2015 Before 15th November 2015 Before 15th February 2016 Before end of May 2016
iv. Book Closure Date	3rd August 2015 to 10th August 2015
v. Listing on Stock Exchange	BSE Limited National Stock Exchange of India Limited
vi. Stock Code BSE Limited National Stock Exchange of India Limited	500354 RAJSREESUG

vii. Market Price Data - High/Low during each month of the Financial Year 2014-15 (BSE Ltd.)

Month	High (₹)	Low (₹)
April	32.30	27.00
May	39.85	24.50
June	36.40	30.00
July	34.45	27.40
August	29.00	23.85
September	28.00	23.00
October	26.50	21.05
November	29.95	23.00
December	25.90	20.10
January	25.95	20.10
February	25.00	20.05
March	21.05	18.05

viii. Performance in comparison to broad based indices such as BSE Sensex, CRISIL index, etc.



ix. Registrars and Share Transfer Agents (for physical & demat shares)	M/s SKDC Consultants Limited Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road Ganapathy, Coimbatore 641 006.
x. Share transfer system	Share transfers are registered and returned within a period of 30 days from the date of receipt, if the documents are clear in all respects by the Committee which meets every week.

xi. Distribution of shareholding as on 31st March 2015

No. of equity shares held	No. of Folios	No. of shares held	% of shareholding
1 to 5000	22,829	6,007,635	25.25
5001 to 10000	115	869,306	3.66
10001 to 20000	46	649,941	2.73
20001 to 30000	23	585,501	2.46
30001 to 40000	13	435,932	1.83
40001 to 50000	7	316,575	1.33
50001 to 100000	8	644,919	2.71
100001 and above	12	14,281,891	60.03
Total	23,053	23,791,700	100.00

xii. Shareholding pattern as on 31st March 2015

Category	No. of Folios	No. of shares held	% of shareholding
Promoters & Promoters Group**	4	9,055,404	38.06
Directors and Relatives	11	3,395,666	14.27
Mutual funds and UTI	13	8,980	0.04
Banks, Financial institutions and insurance companies	6	1,630	0.01
Corporate bodies	373	2,007,304	8.44
Indian public	22,533	9,201,910	38.67
NRIs and OCBs	113	120,806	0.51
GDRs	-	-	-
Total	23,053	23,791,700	100.00

** Pledge has been created in respect of the entire holdings of 9,055,404 equity shares with voting rights of Promoter and Promoter Group in favour of M/s. SBICAP Trustee Company Ltd, who is holding the pledge on behalf of lenders of RAJSHREE SUGARS & CHEMICALS LTD, as per the final letter of approval No.BY. CDR(SSA)/No.1181/2013-14 dated 24th March 2014 from Corporate Debt Restructuring Cell, Mumbai.

xiii. Dematerialisation of shareholding and liquidity	87.889% of total equity share capital is held in dematerialized form with NSDL and CDSL.
xiv. Outstanding GDR/ADR/ Warrants or any convertible instruments, conversion date and impact on equity	Nil
xv. Plant locations	<p><u>Unit I - Sugar, Cogeneration & Distillery</u> Varadarajnagar PO, PIN 625 562. Periakulam Taluk, Theni District</p> <p><u>Unit II - Sugar & Cogeneration</u> Mundiampakkam PO PIN 605 601. Vikravandi Taluk Villupuram District</p> <p><u>Unit III - Sugar, Cogeneration & Distillery</u> Semmedu Village, Gingee Taluk, PIN 604 153. Villupuram District</p>
xvi. Address for correspondence	"The Uffizi", 338/8, Avanashi Road Peelamedu, Coimbatore 641 004. Email ID: investor@rajshreesugars.com rscl@rajshreesugars.com

xvii. The following are the details of dividends declared by the Company and the respective due dates for transfer of unclaimed / unpaid dividend to the Investor Education and Protection Fund (IEPF).

Date of declaration of dividend	Dividend for the financial year	Due date of credit to the Central Government	Due date of transfer to the Central Government
23.09.2009 20.09.2010	2008-2009 2009-2010	22.09.2016 19.09.2017	22.10.2016 19.10.2017

Compliance to Clause 5A of the Listing Agreement

The following is the compliance of Clause 5A of the Listing Agreement - Unclaimed shares pertaining to Public Issue / Rights Issue of the company.

Particulars	Number of shareholders	Number of shares
(i) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year;	23	3182
(ii) Number of shareholders who approached issuer for transfer of shares from suspense account during the year;	Nil	Nil

Particulars	Number of shareholders	Number of shares
(iii) Number of shareholders to whom shares were transferred from suspense account during the year;	Nil	Nil
(iv) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year;	23	3182

The voting rights on these shares as on 31.3.2015 shall remain frozen till the rightful owner of such shares claims the shares.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated persons of the Company as required under the SEBI (Prohibition of Insider Trading) Regulations 2015.

CEO/CFO Certification

The certification as per clause 49 of the Listing agreement has been submitted by the CEO and CFO of the Company to the Board of Directors.

Declaration under clause 49 of Listing Agreement by the Managing Director

The Shareholders,

I, RajshreePathy, Chairperson and Managing Director, hereby declare that all the Board Members and Senior Management personnel have affirmed compliance with the code of conduct for the Board of Directors and Senior Management of Rajshree Sugars & Chemicals Limited.

Place : Coimbatore
Date : 27th May 2015

RAJSHREE PATHY
Chairperson and Managing Director

CEO / CFO CERTIFICATION

We the undersigned, in our respective capacities as Chairperson & Managing Director and President & Chief Financial Officer of Rajshree Sugars & Chemicals Limited ("the Company") to the best of our knowledge and belief certify that:

- a. We have reviewed financial statements and the cash flow statement for the financial year ended 31st March 2015, and that to the best of our knowledge and belief, we state that:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c. We hereby declare that all the members of the Board of Directors and various Committees have confirmed compliance with the Code of Conduct as adopted by the Company.
- d. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- e. We have indicated, based in our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee:
 - i. significant changes, if any, in internal control over financial reporting during the year;
 - ii. significant changes, if any, in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over the financial reporting.

RAJSHREE PATHY
Chairperson and Managing Director

A SATHYAMURTHY
President & Chief Financial Officer

Place : Coimbatore
Date : 27th May 2015

ANNEXURE 3 TO BOARD'S REPORT

Statement as at March 31, 2015, pursuant to (Disclosure in the Directors' Report) SEBI (Share Based Employee Benefits) Regulations, 2014

A. Summary of Status of ESOPs Granted

The position of the existing schemes is summarized as under

Sl.No.	Particulars	"RSCL Employees Stock Option Plan 2012"
1	Approved	11,89,585
2	The Pricing Formula	Options under the RSCL Employee Stock Option Plan 2012 may be granted at a discount of upto 50% of the market price of Equity Shares of the Company on the date of grant. 10,35,437 options granted during financial year 2012-13 are at ₹ 55.40 per warrant which is the market price on the date of grant.
3	Options Granted	10,35,437
4	Options Vested and Exercisable	4,70,908
5	Options Exercised	-
6	Options Forfeited / Surrendered	65,535
7	Options Lapsed	-
8	Total Number of Options in force	9,69,902
9	Variation in terms of ESOP	Nil
10	Total number of shares arising as a result of exercise of options	-
11	Money realised by exercise of options (₹)	-

B. Employee-wise details of options granted during the financial year 2014-15 to:

(i) Senior managerial personnel :

Name	No. of option granted
No option granted during the year	

(ii) Employees who were granted, during the year, options amounting to 5% or more of the options granted during the year

Name	No. of option granted
No option granted during the year	

(iii) Identified employees who were granted option, during the year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.

Name	No. of option granted
No option granted during the year	

C. Diluted Earnings Per Share pursuant to issue of shares on exercise of options calculated in accordance with Accounting Standard (AS) 20 (22.18)

D. Weighted average exercise price of Options granted during the year whose

- | | | |
|---|---|----------------|
| (a) Exercise price equals market price |] | Not applicable |
| (b) Exercise price is greater than market price | | |
| (c) Exercise price is less than market price | | |

Weighted average fair value of options granted during the year whose

- | | | |
|---|---|----------------|
| (a) Exercise price equals market price |] | Not applicable |
| (b) Exercise price is greater than market price | | |
| (c) Exercise price is less than market price | | |

E. The stock-based compensation cost calculated as per the intrinsic value method for the period April 1, 2014 to March 31, 2015 is Nil. If the stock-based compensation cost was calculated as per the fair value method prescribed by SEBI, the total cost to be recognised in the financial statements for the period April 1, 2014 to March 31, 2015 would be ₹ 34,74,965/-. The effect of adopting the fair value method on the net income and earnings per share is presented below:

Proforma Adjusted Net Income and Earning Per Share

Particulars

Net Income as reported	(527,583,872)
Add: Intrinsic Value Compensation Cost	-
Less: Fair Value Compensation Cost	3,474,965
Adjusted Proforma Net Income	(531,058,837)
Earning Per Share: Basic	
As Reported	(22.18)
Adjusted Proforma	(22.32)
Earning Per Share: Diluted	
As Reported	(22.18)
Adjusted Proforma	(22.32)

F. Method and Assumptions used to estimate the fair value of options granted during the year:

The fair value has been calculated using the Black Scholes Option Pricing model

The Assumptions used in the model are as follows:

- | | | |
|--|---|----------------|
| 1. Risk Free Interest Rate % |] | Not applicable |
| 2. Expected Life (in years) | | |
| 3. Expected Volatility % | | |
| 4. Dividend Yield % | | |
| 5. Price of the underlying share in market at the time of the option grant (₹) | | |

ANNEXURE 4 TO BOARD'S REPORT

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31st March 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,
M/s. RAJSHREE SUGARS & CHEMICALS LIMITED
Coimbatore.

I have conducted the SECRETARIAL AUDIT of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. RAJSHREE SUGARS & CHEMICALS LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(vi) and other applicable laws applicable to a Sugar Industry Viz.,
Sugar Cess Act, 1982,
Levy Sugar Price Equalisation Fund Act, 1976,
Food Safety And Standards Act, 2006,
Essential Commodities Act, 1955,
Sugar Development Fund Act, 1982,
Export (Quality Control and Inspection) Act, 1963,
Agricultural and Processed Food Products Export Act, 1985
Cost Accounting Records (Sugar) amended Rules, 1997
and other Rules & Regulations (wherever applicable)

CO GENERATION OF POWER

The Electricity Act, 2003
National Tariff Policy
Explosives Act, 1884
Renewable Energy Generation Regulations, 2010
and other Rules & Regulations (wherever applicable)

INDUSTRIAL ALCOHOL

Cost Accounting Records (Industrial Alcohol) Rules, 1997
and other Rules & Regulations (wherever applicable)

I have also examined compliance with the applicable Rules & Regulations of the following:

The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

During the period under review the Company has complied with all the applicable Acts, Rules, Regulations, Guidelines, etc. including the laws mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate Notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there were no instances of:

- Public/Rights/Preferential Issue of shares/Debentures/Sweat Equity
- Redemption/Buy Back of Securities
- Foreign Technical Collaboration

Place : Coimbatore

Date : 27th May 2015

SOUNDARARAJAN. G
Practicing Company Secretary
M.No.13993, CP No.4993

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

'Annexure A'

To,

The Members
M/s RAJSHREE SUGARS & CHEMICALS LIMITED
Coimbatore

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Account of the company.
4. The Company has maintained Legal Management System which takes care of regular Compliance of applicable laws and the amendments are updated then and there by the Company. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place : Coimbatore
Date : 27th May 2015

SOUNDARARAJAN. G
Practicing Company Secretary
M.No.13993, CP No.4993

ANNEXURE 5 TO BOARD'S REPORT

FORM MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31st March 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L01542TZ1985PLC001706
ii)	Registration Date	13/12/1985
iii)	Name of the Company	RAJSHREE SUGARS & CHEMICALS LIMITED
iv)	Category / Sub-Category of the Company	Company Limited by Shares
v)	Address of the Registered Office and contact details	"The Uffizi", 338/8 Avanashi Road, Peelamedu, Coimbatore 641 004.
vi)	Whether listed company	YES
vii)	Name, Address and contact details of Registrar and Transfer Agents	M/s SKDC Consultants Limited Kanapathy Towers, 3rd Floor 1391/A-1, Sathy Road, Ganapathy Coimbatore 641 006.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company is furnished here under:

Sl. No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the company
1.	White Crystal Sugar	1072	74%
2.	Industrial Alcohol	1101	15%
3.	Co-generation of Power	35106	11%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:-

Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable section
Trident Sugars Limited 'The Uffizi' 338/8 Avanashi Road, Peelamedu, Coimbatore 641 004	U15424TZ2002PLC013368	Subsidiary	100%	2(87)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Shareholding

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. PROMOTERS									
1. Indian									
a. Individual/HUF	90,34,644	Nil	90,34,644	37.974	90,34,644	Nil	90,34,644	37.974	Nil
b. Central Government	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c. State Government (s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d. Bodies Corporates	20,760	Nil	20,760	0.087	20,760	Nil	20,760	0.087	Nil
e. Banks/ FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f. Any other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Trusts	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-Total (A) (1)	90,55,404	Nil	90,55,404	38.061	90,55,404	Nil	90,55,404	38.061	Nil
2. Foreign									
a. NRIs-Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b. Other-Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c. Bodies Corporates	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d. Banks/ FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e. Any other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-Total (A) (2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total Shareholding of Promoters (A) = (A)(1)+(A)(2)	90,55,404	Nil	90,55,404	38.061	90,55,404	Nil	90,55,404	38.061	Nil
B. PUBLIC SHAREHOLDING									
1. Institutions									
a. Mutual Funds / UTI	4,00,016	9,380	4,09,396	1.721	100	8,880	8,980	0.038	(1.683)
b. Financial Institutions / Banks	400	1,230	1,630	0.007	400	1,230	1,630	0.007	Nil
c. Central Government	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d. State Government (s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e. Venture Capital funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f. Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g. FIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h. Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i. Others (Specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-Total (B) (1)	4,00,416	10,610	4,11,026	1.728	500	10,110	10,610	0.045	(1.683)
2. Non-Institutions									
a. Bodies Corporates									
i) Indian	19,59,202	1,41,992	21,01,194	8.832	18,64,664	1,24,642	19,89,306	8.361	(0.471)
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b. Individuals									
i) Individual shareholders holding nominal share capital upto ` 1 lakh	44,03,241	17,09,017	61,12,258	25.692	45,23,212	16,67,087	61,90,299	26.018	0.326
ii) Individual shareholders holding nominal share capital in excess of ` 1 lakh	22,54,576	30,000	22,84,576	9.602	27,33,546	30,000	27,63,546	11.616	2.014
c. Others (specify)									
Directors & relatives	12,21,519	3,040	12,24,559	5.147	12,21,519	3,040	12,24,559	5.147	Nil
Non Resident Indians	1,55,823	6,963	1,62,786	0.684	1,14,243	6,563	1,20,806	0.508	(0.176)
Clearing Members	27,938	Nil	27,938	0.117	17,998	Nil	17,998	0.076	(0.041)
Hindu Undivided families	2,40,852	Nil	2,40,852	1.012	2,48,065	Nil	2,48,065	1.043	0.031
NRI Directors	11,31,107	10,10,000	21,41,107	8.999	11,31,107	10,10,000	21,41,107	8.999	Nil
NRI Directors' relatives	Nil	30,000	30,000	0.126	Nil	30,000	30,000	0.126	Nil
Sub-Total (B) (2)	1,13,94,258	29,31,012	1,43,25,270	60.211	1,18,54,354	28,71,332	1,47,25,686	61.894	1.683
Total Public Shareholding (B) = (B)(1)+(B)(2)	1,17,94,674	29,41,622	1,47,36,296	61.939	1,18,54,854	28,81,442	1,47,36,296	61.939	Nil
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	2,08,50,078	29,41,622	2,37,91,700	100.000	2,09,10,258	28,81,442	2,37,91,700	100.000	Nil

ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			Shares of % change in shareholding during the year
		No. of shares	% of total shares of company	% of shares pledged/encumbered to total shares **	No. of shares	% of total shares of company	% of shares pledged/encumbered to total shares **	
1	Rajshree Pathy	83,70,884	35.184	33.921	83,70,884	35.184	100.000	NIL
2	Aishwarya Pathy	2,17,874	0.916	NIL	2,17,874	0.916	100.000	NIL
3	Aditya Krishna Pathy	4,45,886	1.874	99.662	4,45,886	1.874	100.000	NIL
4	RSCL Properties Pvt. Ltd.	20,760	0.087	NIL	20,760	0.087	100.000	NIL
	Total	90,55,404	38.061	36.264	90,55,404	38.061	100.000	NIL

**Pledge has been created in respect of the entire holdings of 90,55,404 equity shares with voting rights of Promoter and Promoter Group in favour of M/s. SBICAP Trustee Company Ltd, who is holding the pledge on behalf of lenders of RAJSHREE SUGARS & CHEMICALS LTD, as per the final letter of approval No.BY.CDR(SSA)/No.1181/2013-14 dated 24th March 2014 from Corporate Debt Restructuring Cell, Mumbai.

(iii) Change in Promoters' shareholding

No change during the year

iv) Shareholding Pattern for top ten shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	For each of the Top 10 shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year		Increase / (Decrease) During the year	
		No. of shares	% of total shares of company	No. of shares	% of total shares of company	No. of shares	% of total shares of company
1.	JaishreeVaradaraj	11,88,462	4.995	11,88,462	4.995	--	--
2.	K. Mohan	9,27,972	3.900	10,47,483	4.403	1,19,511	0.502
3.	Reliance Capital Trustee Co. Ltd A/c	3,99,916	1.681	--	--	(3,99,916)	(1.681)
4.	Nagarajan G	2,29,960	0.967	2,29,979	0.967	19	0.000
5.	Elgi Equipments Ltd	2,29,000	0.963	2,29,000	0.963	--	--
6.	The Lakshmi Mills Co Ltd	2,20,000	0.925	2,20,000	0.925	--	--
7.	Spatial Services (P) Ltd	1,73,393	0.729	1,93,123	0.812	19,730	0.083
8.	Gokul Vanijya (P) Ltd	1,38,407	0.582	77,607	0.326	(60,800)	(0.256)
9.	Deam Consulting Pvt Ltd	1,19,511	0.502	--	--	(1,19,511)	(0.502)
10.	B Raghurama Kamath	--	--	1,00,000	0.420	1,00,000	0.420

Note : Since the shares are traded on a daily basis, date wise increase/ decrease is not indicated

(v) Shareholding of Directors and Key Managerial Personnel (KMP)

Sl. No.	Name	Shareholding at the beginning and end of the year	
		No. of shares	% of total shares of company
1	Ms. Rajshree Pathy	83,70,884	35.184
2	Dr. K. Mohan Naidu	1,000	0.004
3	Mr. G.R. Karthikeyan	1,040	0.004
4	Dr. P. Surulinarayanasami	11,31,107	4.754
5	Mr. Raja M.J. Abdeen	10,10,000	4.245
6	Mr. R.C.H. Reddy	832	0.003
7	Mr. A. Sathyamurthy	27,400	0.115

Note : Mr. R. Varadarajan and Mr. M. Ponraj holding Nil shares at the beginning and end of the year. No change in the shareholding of other Directors/KMP

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

(` in Lakhs)

	Secured Loans	Unsecured Loans	Total Indebtedness
Indebtedness at the beginning of the financial year			
i) Principal Amount	50,404	1,225	51,629
ii) Interest due but not paid	--	--	--
iii) Interest accrued but not due	463	--	463
Total (i+ii+iii)	50,867	1,225	52,092
Change in Indebtedness during the financial year			
Addition	3,238	--	3,238
Reduction	1,254	--	1,254
Net change Indebtedness	1,984	--	1,984
At the end of the financial year			
i) Principal Amount	52,384	1,225	53,609
ii) Interest due but not paid	119	--	119
iii) Interest accrued but not due	24	--	24
Total (i+ii+iii)	52,527	1,225	53,752

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNAL

A. Remuneration to Managing Director, Wholetime Director and/or Manager

(` in Lakhs)

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager		Total Amount
		Ms.Rajshree Pathy	Mr. R. Varadarajan	
1.	Gross Salary			
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	123.49	64.00*	187.49
	b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0.40	0.40	0.80
	c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	--	--	--
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission	Nil	Nil	Nil
5.	Fee for attending Board meetings	1.00	1.00	2.00
	Total (A)	124.89	65.40	190.29
	Ceiling as per the Act	` 124.89 lakhs per annum	` 65.40 lakhs per annum	

* Includes leave encashment & LTA availed during this year and provided for in the books in earlier years.

B. Remuneration to other Directors

(` in Lakhs)

Sl. No.	Particulars of Remuneration	Name of Directors						Total Amount
		Dr. P. Surulinara - yanasami	Mr. G.R. Karthikeyan	Mr. R.C.H. Reddy	Mr. G.S.V. SubbaRao	Mr.Raja MJ Abdeen	Dr.K. Mohan Naidu	
1.	Independent Directors - Fee for attending Board / Committee Meetings	NA	2.20	1.60	1.60	NA	1.80	7.20
2.	Commission	NA	Nil	Nil	Nil	NA	Nil	Nil
3.	Others	NA	Nil	Nil	Nil	NA	Nil	Nil
	Total (1)	NA	2.20	1.60	1.60	NA	1.80	7.20
1.	Other Non-Executive Directors - Fee for attending Board / Committee Meetings	0.60	NA	NA	NA	1.80	NA	2.40
2.	Commission	Nil	NA	NA	NA	Nil	NA	Nil
3.	Others	Nil	NA	NA	NA	Nil	NA	Nil
	Total (2)	0.60	NA	NA	NA	1.80	NA	2.40
	Total (B) = (1+2)	0.60	2.20	1.60	1.60	1.80	1.80	9.60
	Overall Ceiling as per the Act	In terms of the provisions of the Companies Act, 2013, the remuneration payable to Directors other than Executive Directors shall not exceed 1% of the net profit of the Company. The Company may pay sitting fees to the Directors for attending Board / Committee meetings as may be decided by the Board of Directors. The Board has fixed ` 20,000/- as sitting fees for Board/ Committee meetings.						

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD, etc.

(` in Lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Mr.A.Sathyamurthy President & CFO	Mr.M.Ponraj Company Secretary	
1.	Gross Salary			
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	55.10	4.74	59.84
	b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	1.75	-	1.75
	c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission	Nil	Nil	Nil
	Total (C)	56.85	4.74	61.59

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Nil

ANNEXURE 6 TO BOARD'S REPORT

NOMINATION & REMUNERATION POLICY

Introduction

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the listing agreement as amended from time to time this policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee and approved by the Board of Directors.

Objective and purpose of the Policy

The Nomination and Remuneration Committee and this Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and clause 49 under the Listing Agreement.

The objective and purpose of this policy are:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies, in the sugar industry.
- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- To evaluate the performance of Directors, as well as Key Managerial and Senior Management Personnel and provide necessary report to the Board for further evaluation of the Board.
- To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustain ability of talented managerial persons and create competitive advantage. In the context of the aforesaid criteria the following policy has formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors at its meeting held on 24th July 2014.

Effective Date

This policy shall be effective from 1st April 2014.

Constitution of the Nomination and Remuneration Committee

The Board has changed the nomenclature of Remuneration Committee constituted earlier by renaming it as Nomination and Remuneration Committee on 14th May 2014. The Nomination and Remuneration Committee comprises of the following Non-Executive Directors:

1. Sri G.R.Karthikeyan, Chairman (Independent)
2. Sri R.C.H.Reddy, Member (Independent)
3. Sri Raja MJ Abdeen, Member (Non-Independent)

The Board has the power to reconstitute the Committee consistent with the Company's policy and applicable statutory requirement.

Definitions

- Board means Board of Directors of the Company.
- Directors mean Directors of the Company.
- Committee means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
- Independent Director means a Director referred to in Section 149 (6) of the Companies Act, 2013.

- Key Managerial Personnel (KMP) means -
 - (i) Executive Chairman and / or Managing Director;
 - (ii) Wholetime Director;
 - (iii) Chief Financial Officer;
 - (iv) Company Secretary;
 - (v) Such other officer as may be prescribed under the applicable statutory provisions / regulations.
- Senior Management Personnel - means personnel of the Company who are members of its core management team excluding the Board of Directors. This would also include all members of management one level below the executive directors including all functional heads. Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

Applicability

This Policy is applicable to

- Directors (Executive and Non-Executive)
- Key Managerial Personnel
- Senior Management Personnel

General

- This Policy is divided in three parts : Part A covers the matters to be dealt with and recommended by the Committee to the Board, Part B covers the appointment and nomination and Part C covers remuneration and perquisites, etc.
- The key features of this Company's policy shall be included in the Board's Report.

Role of Committee

The role of the Committee inter alia will be the following:

- a) to formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- b) to recommend to the Board the appointment and removal of Senior Management.
- c) to carry out evaluation of Director's performance and recommend to the Board appointment / removal based on his / her performance.
- d) to recommend to the Board on (i) policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management and (ii) Executive Directors remuneration and incentive.
- e) to make recommendations to the Board concerning any matters relating to the continuation in office or any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- f) ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- g) to devise a policy on Board diversity;
- h) to develop a succession plan for the Board and to regularly review the plan;

Membership

- a) The Committee shall consist of a minimum 3 non-executive Directors, majority of them being independent.
- b) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- c) Membership of the Committee shall be disclosed in the Annual Report.
- d) Term of the Committee shall be continued unless terminated by the Board of Directors.

Chairman

- a) Chairman of the Committee shall be an Independent Director.
- b) Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

Frequency of Meetings

The meeting of the Committee shall be held at such regular intervals as may be required.

Committee Members' Interests

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

Secretary

The Company Secretary of the Company shall act as Secretary of the Committee.

Nomination Duties

The duties of the Committee in relation to nomination matters include: -

- Ensuring that there is an appropriate induction & training programme in place for new Directors and members of Senior Management and reviewing its effectiveness;
- Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Companies Act, 2013;
- Identifying and recommending Directors who are to be put forward for retirement by rotation;
- Determining the appropriate size, diversity and composition of the Board;
- Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- Recommend any necessary changes to the Board; and
- Considering any other matters as may be requested by the Board.

Remuneration Duties

The duties of the Committee in relation to remuneration matters include:

- to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract, retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board;
- to approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company;
- to delegate any of its powers to one or more of its members or the Secretary of the Committee to consider any other matters as may be requested by the Board;
- Professional indemnity and liability insurance for Directors and senior management.

PART-A

MATTERS TO BE DEALT WITH, PERUSED AND RECOMMENDED TO THE BOARD BY THE NOMINATION AND REMUNERATION COMMITTEE

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions.
- Recommend to the Board appointment and removal of Director, KMP and Senior Management Personnel.

PART-B

POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL

- Appointment criteria and qualifications
 1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.
 2. A person should possess adequate qualification / expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
 3. The Company shall not appoint or continue the employment of any person as Wholetime Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

- **Term / Tenure**

1. **Managing Director / Whole-time Director**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. **Independent Director**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director; Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on 1st October, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for one more term of 5 years only.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

- **Evaluation**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

- **Removal**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

- **Retirement**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

PART-C

POLICY RELATING TO THE REMUNERATION FOR THE WHOLETIME DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL

- **General**

1. The remuneration / compensation / commission etc. to the Wholetime Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to the Wholetime Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the rules made thereunder.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.
4. Where any insurance is taken by the Company on behalf of its Wholetime Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration;

- **Remuneration to Wholetime / Executive / Managing Director, KMP and Senior Management Personnel**

1. **Fixed pay**

The Wholetime Director / KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The break - up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

2. **Minimum Remuneration**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director, Wholetime Director in accordance with the provisions of Schedule V of the Companies Act, 2013, and if it is not able to comply with such provisions/ with the previous approval of the Central Government.

3. **Provisions for excess remuneration**

If any, Executive Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

- **Remuneration to Non- Executive / Independent Director**

Sitting Fees

The Non-Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committees thereof. Provided that the amount of such fees shall not exceed Rupees One lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

Minutes of Committee Meeting

Proceedings of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

Auditor's Certificate on Corporate Governance

To

The Members of
M/s. RAJSHREE SUGARS & CHEMICALS LIMITED

We have examined the compliance of conditions of corporate governance by Rajshree Sugars & Chemicals Limited, for the year ended 31.3.2015, as stipulated in clause 49 of the listing agreement of the said company, with the stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the company for ensuring compliance with the conditions of corporate governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the company has complied with the conditions of corporate governance as stipulated in clause 49 of the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness, with which, the management has conducted the affairs of the Company.

For SRIKISHEN & CO.
Registration No. 004009S
Chartered Accountants

K.Murali Mohan
Auditors, Proprietor
Membership No.14328

Place : Coimbatore
Date : 27th May 2015

ANNEXURE 7 TO BOARD'S REPORT FOR THE YEAR ENDED 31ST MARCH, 2015

Statement under Section 197 (12) of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- 1) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year;

S.No.	Name of Director	Ratio
1	Ms.Rajshree Pathy, Chairperson & Managing Director	55.00
2	Mr.R.Varadarajan, Wholetime Director	28.59

Note: For this purpose, Sitting fees paid to the Directors have not been considered as remuneration.

- 2) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

S.No.	Name of Director /KMP	% increase
1	Ms. Rajshree Pathy, Chairperson & Managing Director	Nil
2	Mr. R. Varadarajan, Wholetime Director	Nil
3	Mr. A. Sathyamurthy, President & Chief Financial Officer	Nil
4	Mr. M. Ponraj, Company Secretary	10.7

- 3) The percentage increase in the median remuneration of employees in the financial year; 16.5%
- 4) The number of permanent employees on the rolls of the Company as on 31st March, 2015 ; 843
- 5) The explanation on the relationship between average increase in remuneration and company performance; Increase in remuneration to sugar wage board employees were given as per terms of the settlement and variable dearness allowance as notified by the Government linked to cost of inflation index. For other employees, nominal increase in remuneration was given as per the remuneration policy.
- 6) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company; Sugar industry has been going through tough phase owing to policy issues and mismatch between cane price and sugar selling price. In view of the same, no increase of remuneration has been considered for senior Key Managerial Personnel during the financial year.
- 7) Variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer.

Date	Issued Capital (Shares)	Closing Market Price per share `	EPS	PE Ratio	Market Capitalisation (` in lakhs)
31.3.2014	2,37,91,700	26.65	(11.21)	NA	6,340.49
31.3.2015	2,37,91,700	18.90	(22.18)	NA	4,496.63
Increase /(Decrease)	-	(7.75)	(10.97)	NA	(1,843.86)
% of Increase/(Decrease)	-	29.08	97.86	NA	29.08
Issue Price of the share at the last Pubic Offer (IPO)	-	10.00	-	-	-
Increase in market price as on 31.03.2015 as compared to Issue Price of IPO	-	8.90	-	-	-
Increase in %	-	89.00	-	-	-

- 8) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

Long-term wage settlement for a period of 4 years from 01.10.2014 to 30.09.2018 was entered into with the Joint Action Council of Recognised Trade Unions by South Indian Sugar Mills Association representing all the private sugar factories in Tamil Nadu and the same was implemented during the financial year. The average increase in remuneration to sugar wage board employees were given as per terms of the settlement above and variable dearness allowance as notified by the Government linked to cost of inflation index. For other employees, nominal increase in remuneration was given as per the remuneration policy.

- 9) Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company;

Name	Designation	Remuneration `	% Increase	Company's Performance
Mr. A. Sathyamurthy	President & Chief Financial Officer	56,85,207	NIL	Profit after tax for financial year ` (52.76) crores against ` (26.67) crores in the previous year
Mr. M. Ponraj	Company Secretary	4,74,181	10.7	

- 10) The key parameters for any variable component of remuneration availed by the directors;

Except for Ms.Rajshree Pathy, Chairperson & Managing Director and Mr. R. Varadarajan, Wholetime Director, no directors have been paid any remuneration as only Sitting Fees are paid to them. Ms. Rajshree Pathy and Mr.R.Varadarajan are not paid any variable remuneration.

- 11) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;

NOT APPLICABLE

- 12) If remuneration is as per the remuneration policy of the Company; Yes

- 13) Particulars of Employees

- a) Details of employees, employed throughout the financial year, was in receipt of remuneration for that financial year, in the aggregate, was not less than ` 60 lakhs.

Name & Designation	Date of joining	Qualification & Experience	Age	Remuneration ` in lakhs	Last employment
Ms. Rajshree Pathy Chairperson & Managing Director	16.3.1989	B.Com 39 years	59 years	124.89	General Manager, Ganga Textiles Ltd

Note: 1. Nature of Employment is contractual

2. Remuneration shown above includes Salary, Company's contribution towards Provident Fund, Superannuation fund, sitting fees, monetary value of perquisites as per Income Tax rules.

3. None of the above employee is relative of any Director of the Company.

- b) Details of employees, employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than five lakh rupees per month;
Nil

- c) Details of employees, if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.
Nil

ANNEXURE 8 TO BOARD'S REPORT

Statement containing salient features of financial statement of the subsidiaries / associate companies / joint ventures

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part "A": Subsidiaries (in lakhs)

Sl. No.	1	
Name of the subsidiary	Trident Sugars Limited	
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31st March 2015 (Same as holding Company)	
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	NA	
	31.3.2015	31.3.2014
Share capital	2,649.49	1,449.49
Reserves & Surplus	(2,492.06)	(1,197.12)
Total assets	15,305.52	13,796.80
Total Liabilities	15,305.52	13,796.80
Investments	-	-
Turnover	15,517.32	9,368.32
Profit / (Loss) before taxation	(1,842.01)	(1,111.86)
Provision for taxation	(549.91)	(343.56)
Profit / (Loss) after taxation	(1,292.10)	(768.29)
Proposed Dividend	-	-
% of shareholding	100%	100%
Names of subsidiaries which are yet to commence operations	Nil	Nil
Names of subsidiaries which have been liquidated or sold during the year	Nil	Nil

Part "B": Associates and Joint Ventures: Nil

ANNEXURE 9 TO BOARD'S REPORT MANAGEMENT DISCUSSION AND ANALYSIS

Industry Scenario and Development

Global Sugar Outlook

Global output is set to exceed demand for a fifth straight year, leaving the biggest stockpiles on record. As per Global sugar market analysis firm, Platts Kingsman estimates, global production in the year ending September 30 will exceed demand by 3.39 million metric tons, leaving record stock piles of over 80 million tons, or almost enough to supply the world's top seven consuming countries.

However, Platts Kingsman expects a return of global deficit in Sugar Year 2015-16, a deficit of 0.47 million tons. Sugar prices are expected to recover in the coming years as the global sugar production slows down.

Notwithstanding the vicissitudes of current sugar market, in the longer run, world sugar production is expected to cross 216 million tons by 2023 according to the Agricultural Outlook 2014-2023 published by OECD and FAO. Production is projected to grow at 1.9% p.a with most of the increase originating from countries producing sugarcane rather than beet sugar and is attributable to higher yields rather than area expansion. Global sugar consumption is projected to grow by 1.9%, slightly lower than previous decade, to reach 211 million tons by 2023. Developing countries, with their dominant share of world sugar use, will continue to display fastest growth in demand, driven by rising income, urbanization and growing population.

India as the world's second largest sugar producer and the leading sugar consumer exerts an important influence on the world sugar market and global prices. India's production is projected to grow at 2.2% p.a on average, to reach about 31 million tons by the end of the decade. Relatively strong growth in sugar consumption is expected over the coming decade and consumption is projected to rise to more than 32 million tons by 2023.

Sugar Sector in India

In terms of sugar production, the country has produced 27.37 million tons of sugar till the end April 2015. This is about 3.4 million tons higher than the sugar produced during corresponding period of 2013-14 sugar season. Despite deficit rainfall in certain States and lower all India cane acreage, the sugar production is higher than the previous year production of 24.5 million tons mainly due to higher planting in Maharashtra and Karnataka where the sugarcane yields and recoveries are better. The biggest contributor to the increase in production is Maharashtra with around 34% increase in the sugar production as compared to the previous season. Mills in Maharashtra have produced 10.35 million tons of sugar which is the all-time record high production in the state. Uttar Pradesh and Karnataka too have registered increase in production. Barring these three states, the remaining states like Tamilnadu, Andhra Pradesh, Gujarat and Punjab have seen a fall in sugar production. Sugar mills of Tamilnadu have produced 0.9 million tons of sugar, as against 1.1 million tons produced in the corresponding period in previous season.

Indian Sugar Mills Association (ISMA) estimates that the country would produce over 28 million tons of sugar in the current sugar season, about 15% higher than the previous season. With an estimated domestic consumption of 24.8 million tons, this sugar season is likely end with a surplus of around 3.2 million tons leading to a closing stock of over 9.5 million tons.

Sugar prices

A global glut, originating from sugar bowls such as Brazil, Cuba and Thailand has suppressed sugar prices internationally. Sugar prices have been gradually dropping largely owing to surplus supply.

Benchmark global raw sugar prices ended in the last week of April at 12.91 cents a lb having fallen by more than half from a 30-year peak of 36.08 cents a lb set in February 2011.

Despite the efforts of many governments to protect rural income, lower sugar prices have affected mills' profits and farmers' revenues. Weak sugar prices have led to bankruptcy of mills, build-up in cane arrears and lower acre ages. The arrears to

be paid to sugarcane farmers stands at ` 21,000 crore as of April 2015. Further due to lower crude values and consecutive damage to their economy, oil exporting countries have curtailed their sugar buying. The global sugar prices are expected to recover by the end of 2015-16 owing to reduction in production and higher demands from regions like China.

In India, glut in the domestic market due to a fifth straight year of surplus production and a plunge in global prices have exacerbated the fall in local sugar price. The domestic ex-mill sugar prices have fallen by ` 8 to 9 per kilo since the beginning of this sugar season. The sugar prices are at the lowest in the last seven years. In Tamil Nadu, Value added tax of 5% was imposed on sugar with effect from 1st November 2014. This has put further pressure of the Tamil Nadu Sugar industry which has already been facing pressure due to flooding of sugar in Tamil Nadu market by the mills in Karnataka.

ISMA has requested the Government

- To engage with Commission for Agricultural Costs and Prices (CACP) to freeze FRP and make it more realistic and with the Government for Price Stabilization Fund.
- To incentivize ethanol production directly from cane juice so that 2 million tons of sugar can be diverted to it.
- Creation of a strategic reserve, which will take care of another 2 million tons of sugar
- To push for exports of another 2 million tons.

In the last week of April 2015, white sugar was trading around \$354 per ton and raw sugar around 12.91 cents per pound.

Sugarcane planting patterns

The total cane acreage in 2014-15 is estimated at 52.94 lakh hectares, which is just about 1 per cent less as compared to the last year. Sugarcane production is forecasted at 354.95 million tons in 2014-15 based on the advanced estimates released by Directorate of Economics and Statistics. The total cane acreage in Maharashtra is estimated at 10.41 lakh hectares, about 11% higher than the previous year. Karnataka is estimated to have about 4.9 lakh hectares of acreage, about 2% higher than previous year.

The rainfall in Tamilnadu has been very poor and this has adversely impacted the overall cane acreage. Around 2.5 lakh hectares are estimated to be under sugarcane cultivation, which is about 12-13% less than last year. Lack of water at crucial stages of crop growth, will also adversely impact the sugarcane yields and sugar recovery. It is estimated that the State will produce around 1.1 million tons of sugar in 2014-15, which will be about 20% less than last year.

Sugarcane Price

Government has announced Fair and Remunerative Price (FRP) of ` 230 per quintal for 2015-16 season against ` 220/- per quintal. The FRP will be linked to a basic recovery rate of 9.5 per cent, subject to a premium of ` 2.42 per quintal for every 0.1 percentage point increase in recovery above that level. For the sugar year 2014-15, FRP was ` 220/- per quintal linked to basic recovery rate of 9.5% subject to a premium of 2.32 per quintal for every 0.1 percent increase in recovery.

Tamil Nadu Government has fixed SAP for sugar cane for 2014-15 season at the same level as for 2013-14 season, ` 2,650/- per ton inclusive of ` 100/- per ton for transportation. SAP is yet to be announced for 2015-16 sugar season.

The disconnect between sugarcane and sugar price continues to weigh heavily on the sector. In order to ensure long term viability and sustainability of the industry, there is a need to have a linkage between the sugar and sugarcane price.

Government Announcements

With a view to help boost sugarcane millers cash flow and enable them to pay sugarcane arrears to farmers, the Central Government has announced a subsidy of ` 4,000/- per ton for export of upto 1.4 million tons of raw sugar in 2014-15 marketing year. The millers are required to utilize the incentive to make payment to farmers within three months of its receipt. Other condition attached with the incentive is that in case of mills having alcohol production capacities, the incentive would be available if they offer to supply ethanol to Oil Marketing Companies under the Ethanol Blending Programme up to 25 per cent of their annual production level of alcohol.

As per average NY 11 futures price prevailed on 30th April 2015 at 12.98 cents/lb and after taking into consideration Rupee-Dollar exchange rate and all India average cost of production of raw sugar, export of raw sugar from India would be viable only at a subsidy of around ` 12,188/- per ton.

Apart from the export incentive scheme, the Government has notified a hike in Customs duty on import of sugar from 25% to 40% on 30th April 2015 in order to check the falling prices of sugar. The Government has also notified that the excise duty on ethanol supplied for blending, which is presently levied at 12.5%, will be withdrawn from the next sugar season. These measures are expected to ease the pressure on sugar industry which is reeling under a sugar surplus of 3.2 million tons for the next sugar season.

Ethanol

Government of India mandated 5% blending of ethanol with petrol on an all-India basis in November 2006. Despite the Centre allowing interested states to adopt a 10% blending target to cut down on pollution, less than a third of that modest target is set to be achieved in the current fiscal.

Oil Marketing Companies (OMC) were not even able to get bids for more than 50% of the amount offered for purchase mainly due to the price disadvantages in selling Ethanol. As per the estimates given in Auto Fuel Vision and Policy 2025 issued in May 2014, blended petrol is available only in 13 states and the average blend is 2%. Hence, in order to improve the availability of ethanol, the Government, on December 10, 2014, has fixed the price of Ethanol in the Range of ` 48.50 to ` 49.50, depending upon the distance of distillery from the depot/installation of the OMCs. It is expected that the recent move of Government waiving the excise duty on ethanol from 2015-16 sugar season will prop up ethanol blending programme.

In Tamil Nadu, the State Government has not yet given permission to sugar mills to participate in the national ethanol-blended fuel programme. In December 2014, the OMCs floated countrywide bids for sugar mills to supply 10 lakh kilolitres of ethanol at about ` 49/- a litre. But they are yet to get any supplies from Tamil Nadu. Added to this, State taxes make it uncompetitive for the industry to sell to local alcohol producers. Moreover the state government has allowed liquor industry to import Extra Neutral Alcohol (ENA) from other States. Locally made ENA is costlier because of a value added tax of 14.5% while ENA from other States comes in with an inter-State tax of just 2%. As a result, sugar mills in Tamil Nadu are drowning under stockpile of unsold stock of alcohol.

Outlook

The growth in sugar consumption and the production patterns suggest a beginning of a deficit era in sugar industry globally and prices may once again start climbing once the stockpile gets reduced. In India the recent Government announcements are in the right direction and as suggested by ISMA, Government should buy sugar at cost of production and create buffer stock. This measure would take out the surplus and help in recovery of sugar prices.

Risks and concerns

Your company continues to review and manage the risks emanating from such a dynamic environment at periodic intervals. The major risks faced by the industry include sugarcane availability, price realization and regulatory control by Government, financial liquidity, amongst others.

Sugarcane availability

Sugarcane is the main raw material in sugar mills. Sugarcane cultivation is monsoon dependent. Hence it becomes unpredictable in adverse climatic conditions. Similarly other factors like scarcity of harvest labour, lower sugarcane price, availability of attractive competitive/alternate crops will have a direct impact on cane availability and affect our business.

Risk mitigation: The Company has mitigated this risk by following:

- Continuous yield improvement activities to obtain a better quality cane leading to a better recovery.

- Close monitoring of cane development activities, which includes supply of good quality seeds, fertilisers and manure, among others.
- Promoting drip irrigation.
- Testing new improved varieties of cane.
- Careful monitoring of cane planting and harvesting schedule.
- Introduction of mechanical harvesters.
- Timely cane payment to farmers and maintaining good relationship with them.

Sugar price realization risk

Sugar being a commodity, the sugar price remains volatile and realisations get adversely affected during a downturn. Coupled with this, higher cane price too affects profitability.

Risk mitigation: To address the challenge of cyclical in the sugar business, the Company has adopted an integrated business model manufacturing sugar and also producing alcohol and cogenerating power from the sugarcane residue viz., molasses and bagasse. The Power and Alcohol business enhances the profitability of the company and de-risks the business from the adverse movements of sugar price. While Unit I (Varadaraj Nagar) is already an integrated complex, we have now made Unit II (Mundiyampakkam) and Unit III (Semmedu) also integrated complexes with the commissioning of a state of the art multi-pressure alcohol distillation plant.

The Company is also focusing on improving direct sales to institutional buyers to lock down on prices, thereby balancing the volatility of the market.

Regulatory risk

Last year, the Central Government partially decontrolled sugar sector by abolition of the levy sugar obligation and also dismantling the regulated free sugar release mechanism, thereby freeing mills to sell sugar without any limitation of periodic quotas as in the past. However, the sugar industry continues to be regulated by State Governments by other controls viz., reservation of cane area and fixing sugarcane price.

Risk mitigation: Indian Sugar Mills Association (ISMA) and South Indian Sugar Mills Association (SISMA) of which the Company is a member are in the process of presenting recommendation for appropriate policy changes to reduce governmental influence in the sugar sector and work toward complete decontrol of the sugar industry.

Financial liquidity risk

Sugar industry is highly working capital intensive. Raising adequate and rightly-priced working capital or arranging funds for payment of the interest and principal with respect to loans availed might pose challenge. The other associated risk is soaring interest rates.

Risk mitigation: The Company had already undertaken a debt restructuring exercise under the Corporate Debt Restructuring (CDR) mechanism duly approved by CDR Empowered Group.

With the active support of our secured lenders, the approved CDR Proposal was put into implementation as a result of which the risks associated with repayment obligations of principal debts and interest has been deferred. This measure gives your company to have more disposable liquidity, during the moratorium period, for improving its performance and reducing risk associated with credit repayment.

Consequent to implementation of CDR Proposal, risks associated with interest rate fluctuation has been substantially mitigated with reduction of interest rate and fixing the interest rate regime on the term debts for a longer period. However, the CDR lenders would have a right of recompense for their sacrifices, at the time of Company's exit from CDR.

Internal control systems and their adequacy

The Company has a well-established internal control system in the form of well-documented policies, authorization guidelines commensurate with the level of responsibility and standard operating procedures, to ensure proper functioning of operations. Moreover there exists an effective internal audit system, commensurate with the requirements of the company.

The Board, Audit Committee and the Management review the findings and recommendations of the Internal Auditors and take corrective action, wherever necessary. Moreover the Audit Committee periodically interacts with Statutory Auditors and makes continuous assessments of the adequacy and effectiveness of the internal control systems.

Segment wise performance

The segments for the purpose of reporting are Sugar, Co-generation, Distillery and others consisting of property development.

The segment wise performance is given below:

(` in lakhs)

Particulars	31.03.2015	31.03.2014
Sales / Turnover		
Sugar	45,767	70,356
Co-generation	7,255	10,226
Distillery	9,135	10,575
Less: Inter Segment revenue	(4,455)	(8,184)
Net Sales / Income from Operations	57,702	82,973
Profit / (Loss) before Tax		
Sugar	(8,105)	(4,607)
Co-generation	3,847	5,114
Distillery	4,710	5,043
Less: i. Interest	(6,474)	(7,344)
ii. Other un-allocable expenditure	(1,613)	(2,066)
Profit / (Loss) before tax	(7,635)	(3,860)

Financial performance and operational performance

The details of financial performance and operational performance are mentioned in the Directors' Report.

Cautionary statement

Statements in this Report describing the Company's objectives, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

INDEPENDENT AUDITOR'S REPORT

To The Members of Rajshree Sugars & Chemicals Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of RAJSHREE SUGARS & CHEMICALS LIMITED ("the company"), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015
- b) in the case of the Statement of Profit and Loss, of the Loss for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2015 ("the order"), issued by the Central Government of India in terms of the sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

1. As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note Y14 to the Notes to financial statements.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For SRIKISHEN & CO.
Registration No. 004009S
Chartered Accountants

Place : Coimbatore
Date : 27th May 2015

K.Murali Mohan
Auditors, Proprietor
Membership No.14328

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 1 of our report on Other Legal and Regulatory Requirements)

- i) a. The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- b. As explained to us, all the fixed assets have been physically verified in a phased periodical manner, by the management, which in our opinion is reasonable having regard to the size of the company and nature of its assets. No material discrepancies have been noticed on such physical verification.
- ii) a. The physical verification of inventory has been conducted by the management at reasonable intervals.
- b. The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c. On the basis of our examination of records of inventory, in our opinion, the Company has maintained proper record of inventory and no material discrepancies were noticed on the physical verification of inventories as compared to the book records.
- iii) The Company has not granted any loans secured or unsecured to companies firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- iv) In our opinion and according to the information and explanations given to us there are adequate internal control systems commensurate with the size of the Company and the nature of its business, with regard to purchase of inventory and fixed assets and for the sale of goods and services. There is no continuing failure to correct major weaknesses in the internal control system.

- v) The Company has not accepted any deposits from the public during the year.
- vi) The Central Government has prescribed maintenance of cost records under sub section (1) of section 148 of the Companies Act, 2013 in respect of certain products manufactured by the company. We have broadly reviewed the accounts and records of the Company in this connection and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however carried out a detailed examination of the same.
- vii) a. The Company is regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income tax, Sales tax, Wealth tax, duty of Customs, duty of Excise, Value added tax, cess and other statutory dues with the appropriate authorities. According to the information and explanation given to us no undisputed arrears of statutory dues were outstanding as at 31.03.2015 for a period of more than six months from the date they became payable.
- b. According to the information and explanations given to us, the details of disputed statutory dues which have not been deposited is as given below:

Name of the statute	Nature of demand	Period to which amount relates	Amount disputed (₹ in lakhs)	Forum where dispute is pending
Service Tax	Penalty	2006-2007	21.92	Commissioner (Appeals)
Central Excise	Excise duty Excise duty	April 2013- March 2014 January 2012 - December 2014	550.50 476.55	CESTAT Commissioner of Central Excise

- c. The amount required to be transferred to Investor Education and protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time.
- viii) There are no accumulated losses at the end of the financial year 31.03.2015. The Company has incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year.
- ix) The Company has not defaulted in repayment of dues to financial institutions or banks. The Company has not issued any debentures till date.
- x) The Company has given corporate guarantee for loans taken from bank by its wholly owned subsidiary Company. According to the information and explanations given to us, the terms & conditions of the guarantee given are not prejudicial to the interests of the company.
- xi) The Company has applied term loans for the purpose for which the loans were obtained during the year.
- xii) To the best of our knowledge and belief and according to the information and explanations given to us, no frauds on or by the Company has been noticed or reported during the year.

For SRIKISHEN & CO.
Registration No. 004009S
Chartered Accountants

Place:Coimbatore
Date: 27th May 2015

K.Murali Mohan
Auditors, Proprietor
Membership No.14328

BALANCE SHEET AS AT 31st MARCH 2015

(` in Lakhs)

PARTICULARS	Note	31.03.2015	31.03.2014
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	A	2,379.17	2,379.17
(b) Reserves and surplus	B	2,380.61	7,921.85
(c) Money received against share warrants (Refer Note Y18)		-	158.70
		<u>4,759.78</u>	<u>10,459.72</u>
2 Non-current liabilities			
(a) Long-term borrowings	C	46,985.74	49,968.06
(b) Deferred tax liabilities (Net)	D	1,098.73	3,457.97
		<u>48,084.47</u>	<u>53,426.03</u>
3 Current liabilities			
(a) Short-term borrowings	E	13,915.22	13,737.83
(b) Trade payables	F	11,354.99	15,018.95
(c) Other current liabilities	G	8,374.96	10,005.58
(d) Short-term provisions	H	259.45	251.35
		<u>33,904.62</u>	<u>39,013.72</u>
TOTAL		<u>86,748.87</u>	<u>102,899.47</u>
II. ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	I	51,229.13	54,105.78
(ii) Intangible assets		91.64	325.11
(iii) Capital work-in-progress		146.48	226.42
(b) Non-current investments	J	6,739.28	5,539.21
(c) Long-term loans and advances	K	649.26	680.12
		<u>58,855.79</u>	<u>60,876.64</u>
2 Current assets			
(a) Inventories	L	19,579.54	24,855.08
(b) Trade receivables	M	3,420.87	3,199.38
(c) Cash and cash equivalents	N	426.40	8,851.14
(d) Short-term loans and advances	O	3,553.22	4,843.84
(e) Other current assets	P	913.05	273.39
		<u>27,893.08</u>	<u>42,022.82</u>
TOTAL		<u>86,748.87</u>	<u>102,899.47</u>

See accompanying notes to the financial statements

As per our report of even date

For **Srikishen & Co**

Registration No. 004009 S

Chartered Accountants

R. Varadarajan
Wholtime Director

Rajshree Pathy
Chairperson and Managing Director

K. Murali Mohan
Membership No. 14328
Auditors, Proprietor

A. Sathyamurthy
President & Chief Financial Officer

M Ponraj
Company Secretary

Place: Coimbatore
Date : 27th May 2015

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH 2015

(` in Lakhs)

PARTICULARS	Note	31.03.2015	31.03.2014
Income:			
I. Revenue from operations	Q	57,401.89	82,972.91
II. Other income	R	955.02	625.56
III. Total Revenue (I + II)		<u>58,356.91</u>	<u>83,598.47</u>
IV. Expenses:			
Cost of materials consumed	S	39,235.29	63,730.16
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	T	5,560.93	(1,183.33)
Employee benefits expense	U	3,484.82	3,359.56
Finance costs	V	6,473.96	7,343.70
Depreciation and amortization expense		2,968.48	3,530.47
Other expenses	W	8,268.51	10,678.40
Total expenses		<u>65,991.99</u>	<u>87,458.96</u>
V. Profit before exceptional and extraordinary items and tax (III-IV)		(7,635.08)	(3,860.49)
VI. Exceptional items		-	-
VII. Profit/(Loss) before extraordinary items and tax (V-VI)		<u>(7,635.08)</u>	<u>(3,860.49)</u>
VIII. Extraordinary Items		-	-
IX. Profit/(Loss) before tax (VII-VIII)		<u>(7,635.08)</u>	<u>(3,860.49)</u>
X. Tax expense:			
(1) Current tax		-	-
Less: MAT credit entitlement		-	-
(2) Deferred tax liability / (reversed) provided		(2,359.24)	(1,192.89)
XI. Profit / (Loss) for the period from continuing operations (IX-X)		<u>(5,275.84)</u>	<u>(2,667.60)</u>
XII. Profit / (Loss) from Discontinuing operations (after tax)		-	-
XIII. Profit / (Loss) for the period (XI + XII)		<u>(5,275.84)</u>	<u>(2,667.60)</u>
XIV. Earnings per equity share:			
(1) Basic		(22.18)	(11.21)
(2) Diluted		(22.18)	(11.21)

See accompanying notes to the financial statements

As per our report of even date

For **Srikishen & Co**
Registration No. 004009 S
Chartered Accountants

K. Murali Mohan
Membership No. 14328
Auditors, Proprietor

Place: Coimbatore
Date : 27th May 2015

R. Varadarajan
Wholetime Director

A. Sathyamurthy
President & Chief Financial Officer

Rajshree Pathy
Chairperson and Managing Director

M Ponraj
Company Secretary

NOTES TO THE FINANCIAL STATEMENTS

(` in Lakhs)

PARTICULARS	31.03.2015	31.03.2014
A. SHARE CAPITAL		
AUTHORISED		
30,000,000 Equity Shares of ` 10/- each	<u>3,000.00</u>	<u>3,000.00</u>
ISSUED SUBSCRIBED & PAID UP:		
23,791,700 Equity Shares of ` 10/- each fully paid-up in cash	<u>2,379.17</u>	<u>2,379.17</u>
<i>i) No of Equity Shares outstanding at the beginning of the year</i>	23,791,700	23,791,700
<i>Add/Less Additions during the year At the end of the year</i>	-	-
	23,791,700	23,791,700
<i>ii) Shareholder holding more than 5 percent shares: Ms. Rajshree Pathy</i>	8,370,884	8,370,884
B. RESERVES & SURPLUS		
RESERVES		
<i>i) General Reserve</i>		
Opening Balance	8,000.00	8,000.00
Adjustments during the year (Refer Note Y19)	<u>(424.10)</u>	-
Closing Balance	7,575.90	8,000.00
<i>ii) Securities Premium Reserve</i>		
Opening Balance	572.00	572.00
Additions / (Deletions) during the year	-	-
Closing Balance	572.00	572.00
<i>iii) Other Reserves (Refer Note Y18)</i>	158.70	-
SURPLUS		
Balance in statement of Profit & Loss		
Opening Balance	(650.15)	2,017.45
Add: Profit / (Loss) after tax	<u>(5,275.84)</u>	<u>(2,667.60)</u>
Closing Balance	(5,925.99)	(650.15)
	<u>2,380.61</u>	<u>7,921.85</u>
C LONG - TERM BORROWINGS		
SECURED LOANS		
Term Loans		
a) From Banks	43,505.20	45,254.25
b) From Other parties :		
Sugar Development Fund	2,255.54	3,488.81
UNSECURED LOANS		
Promotors contribution	1,225.00	1,225.00
	<u>46,985.74</u>	<u>49,968.06</u>
In terms of CDR Scheme entered into by the company and repayable after satisfactory compliance of terms of Lenders under the scheme. Rate of interest - Nil		

NOTES TO THE FINANCIAL STATEMENTS

Rate of Interest and Maturity Profile of long term/short term borrowings:

(` in Lakhs)

Rate of Interest Financial Year	Loans under CDR Scheme		
	SEFASU Loan *2%	Restructured Loan 11%/12%/12.5%	Total
2015-16	1,315.40	3,354.75	4,670.15
Total	1,315.40	3,354.75	4,670.15
2016-17	2,173.00	4,327.00	6,500.00
2017-18	2,173.00	4,327.00	6,500.00
2018-19	923.60	4,376.00	5,299.60
2019-20	-	5,865.00	5,865.00
2020-21	-	5,914.00	5,914.00
2021-22	-	6,797.50	6,797.50
2022-23	-	4,301.00	4,301.00
2023-24	-	1,699.55	1,699.55
Total	5,269.60	37,607.05	42,876.65

*Net of interest subvention of 12% from Government of India as per Scheme for Extending Financial Assistance to Sugar Undertakings 2014 (SEFASU).

Interest rate for restructured loans:

Financial Year	Rate of Interest
April 2015 - March 2016	11.00%
April 2016 - March 2017	12.00%
April 2017 onwards	12.50%

(` in Lakhs)

Rate of Interest	Loans not under CDR Scheme			Total
	4.00%	8.00%	8.25%	
Financial Year				
2015-16	422.00	314.29	1,335.69	2,071.98
Total	422.00	314.29	1,335.69	2,071.98
2016-17	422.00	314.29	811.27	1,547.56
2017-18	211.00	314.26	811.27	1,336.53
Total	633.00	628.55	1,622.54	2,884.09

Security details for long term borrowings:

- 1) The term loans aggregating to ` 47,546.80 lakhs (` 44,311.41 lakhs) under Corporate Debt Restructuring Scheme (CDR) are secured as detailed below:
 - a) First pari-passu charge on the fixed assets of the company except the following:
 - i. Co-generation assets of Unit-II at Mundiampakkam and entire fixed assets of Unit-III at Gingee whose first pari-passu charge is exclusively charged to SDF and SBI.
 - ii. 5.19 Acres of land with buildings at Vilankurichi Village belonging to Company exclusively charged to ICICI Bank.

NOTES TO THE FINANCIAL STATEMENTS

- iii. Land at Pallipuram Village, Alleppey Dist., Kerala belonging to Company exclusively charged to ICICI Bank.
- iv. Registered office (The Uffizi) at Coimbatore exclusively charged to ICICI Bank.
- v. 2/3rd undivided rights on the interests in the plot of land admeasuring about 375 sq yards along with the first and second floors terrace floors along with the mezannine floor situated at municipal number 186, Block No. 10, Golf Links, New Delhi exclusively charged to Axis Bank.
- b) Second pari-passu charge on the entire fixed assets of Unit-III at Gingee subject to approval for sharing the security from Sugar Development Fund.
- c) First pari-passu charge over the cogeneration receivables of the Unit-II & III.
- d) Second pari-passu charge over the remaining current assets of the company.
- e) First Paripassu charge on the additional securities, as briefed below, provided by the company for CDR package.
- i. Vacant Land situated at TS No 613/2(Part), TS Ward 10, Krishnaraya Puram Village, Coimbatore North Taluk, Coimbatore District within Coimbatore City Municipal Corporation measuring 80 cents.
- ii. Land and building (Bio Control Unit at Unit 1 Theni) situated at Gullapuram Village, Periyakulam Taluk, Theni District, Gullapuram Panchayat.
- iii. Residential Flat No 2 at Door No 9 Sathyanarayana Avenue, Raja Annamalaipuram Chennai 600 028.
- f) The Cogeneration receivables of the Unit- II & III, presently charged exclusively to State Bank of India, will be pooled into the Trust and Retention Account for all lenders under CDR Package.
- g) The Promoter(s) have pledged their entire shares in demat form with voting rights, in favour of the CDR Lenders.
- h) The mortgages, charges and pledges referred to above shall rank pari passu with the mortgages, charges and pledges created and/or to be created in favour of the Acceding Lenders.
- 2) The term loan (Axis TL II) of ` 942.84 lakhs (` 1,257.13 lakhs) is secured by 1st exclusive charge on land and buildings of the Company at Golf Links, New Delhi and subservient charge on the entire movable fixed assets of the company.
- 3) Term loans (SDF) aggregating to ` 3,894.44 lakhs (` 4,722.08 lakhs) are secured by 1st paripassu charge on the fixed/immovable assets of Unit-III (Sugar, Cogeneration & Distillery).
- 4) The loans aggregating to ` 47,546.80 lakhs (` 44,311.41 lakhs) guaranteed by Managing Director.
- 5) Term loans Guaranteed by others is Nil.
- 6) Period and amount of continuing default in respect of the aforesaid loans is Nil except as detailed below:
- Term loan installment of ` 405.63 lakhs due in March 2015 and interest outstanding thereon ` 118.79 lakhs payable to Sugar Development Fund (SDF), Government of India is yet to be paid.

(` in Lakhs)

PARTICULARS	31.03.2015	31.03.2014
D DEFERRED TAX LIABILITIES:		
Opening Balance	3,457.97	4,650.86
Add/(Less) : Provided/(Reversed) during the year	<u>(2,359.24)</u>	<u>(1,192.89)</u>
	1,098.73	3,457.97
E SHORT - TERM BORROWINGS		
i) SECURED LOANS		
Loans repayable on demand from Banks:		
Cash Credit Account	13,915.22	13,595.17
ii) UNSECURED LOANS		
Fixed Deposits	-	142.66
(In terms of Section 74 of the Companies Act, 2013, the Company has repaid all the deposits accepted as per the provisions of earlier Companies Act, 1956)	<u>13,915.22</u>	<u>13,737.83</u>

NOTES TO THE FINANCIAL STATEMENTS

Security Details for short term borrowings:

- 1) The Working Capital Facilities aggregating to ` 14,307 lakhs (` 14,307 lakhs) under the CDR are secured as detailed below:
 - a) First pari-passu charge over the current assets of the company.
 - b) Second pari-passu charge on the fixed assets of the company except the following:
 - i. Co-generation assets of Unit-II at Mundiampakkam and entire fixed assets of Unit-III at Gingee whose first pari-passu charge is exclusively charged to SDF and SBI.
 - ii. 5.19 Acres of land with buildings at Vilankurichi Village belonging to Company exclusively charged to ICICI Bank.
 - iii. Land at Pallipuram Village, Alleppey Dist., Kerala belonging to Company exclusively charged to ICICI Bank.
 - iv. Registered office (Uffizi) at Coimbatore exclusively charged to ICICI Bank
 - v. 2/3rd undivided rights on the interests in the plot of land admeasuring about 375 sq yards along with the first and second floors terrace floors along with the mezzanine floor situated at municipal number 186, block no. 10, Golf Links, New Delhi exclusively charged to Axis Bank.
 - c) Second pari-passu charge on the additional securities, as briefed below, provided by the company for CDR package.
 - i. Vacant Land situated at TS No 613/2(Part), TS Ward 10, Krishnaraya Puram Village, Coimbatore North Taluk, Coimbatore District within Coimbatore city Municipal Corporation measuring 80 cents.
 - ii. Land and building (Bio Control Unit at Unit 1 Theni) situated at Gullapuram Village, Periyakulam Taluk Theni District, Gullapuram Panchayat.
 - iii. Residential Flat No 2 at Door No 9 Sathyanarayana Avenue, Raja Annamalaipuram Chennai 600 028
 - d) First pari-passu charge over the cogeneration receivables of the Unit-II & III.
 - e) Third pari-passu charge on the entire fixed assets of Unit-III at Gingee subject to approval for sharing the security from Sugar Development Fund.
 - f) The Cogeneration receivables of the Unit- II & III, presently charged exclusively to SBI, will be pooled into the Trust and Retention Account for all lenders under CDR Package.
 - g) The Promoter(s) have pledged their entire shares in demat form with voting rights, in favour of the CDR Lenders.
 - h) The mortgages/charges and pledges referred to above shall rank pari passu with the mortgages/charges and pledges created and/or to be created in favour of the Acceding Lenders.
- 2) Working Capital facilities aggregating to ` 14,307 lakhs (` 14,307 lakhs) guaranteed by Managing Director.
- 3) Short term loans Guaranteed by others is Nil.
- 4) Period and amount of default in respect of the aforesaid loans is Nil.

(` in Lakhs)

PARTICULARS	31.03.2015	31.03.2014
F TRADE PAYABLES		
Due to Micro, Small & Medium Enterprises	-	-
Due to Others	<u>11,354.99</u>	<u>15,018.95</u>
G OTHER CURRENT LIABILITIES		
i) Current maturities of long term debt	6,742.14	1,686.00
ii) Interest accrued but not due on borrowings	23.75	462.62
iii) Unpaid Dividend*	26.83	47.69

* The figures reflect the position as at March 31, 2015. The actual amount to be transferred to the Investor Education and Protection Fund in this respect shall be determined on the due dates

NOTES TO THE FINANCIAL STATEMENTS

(` in Lakhs)

PARTICULARS	31.03.2015	31.03.2014
iv) Other Payables :		
Advance received from Customers	239.87	2,835.26
Statutory dues payables	1,111.21	1,329.15
Creditors for capital expenditure	231.16	328.14
Other Payables - Farmer and Harvester funding	-	3,316.71
	<u>1,582.24</u>	<u>7,809.27</u>
	<u>8,374.96</u>	<u>10,005.58</u>
H SHORT- TERM PROVISIONS		
i) Provisions for employee benefits:		
Leave Salary entitlement	36.82	33.87
Gratuity contribution	221.04	214.53
	<u>257.86</u>	<u>248.40</u>
ii) Others		
Provisions for Wealth Tax	1.59	2.95
	<u>259.45</u>	<u>251.35</u>

I FIXED ASSETS

PARTICULARS	GROSS BLOCK				DEPRECIATION					NET BLOCK	
	As on 31.03.2014	Additions For the Period	Deletions For the Period	As on 31.03.2015	Upto to 31.03.2014	For the year	Adjusted to General Reserve	Written Back	Upto 31.03.2015	As on 31.03.2015	As on 31.03.2014
Tangible Assets											
Land	904.36	13.72	-	918.08	-	-	-	-	-	918.08	904.36
Buildings	14,412.04	53.08	-	14,465.12	2,718.27	500.90	201.01	-	3,420.17	11,044.95	11,693.77
Plant & Equipment	59,414.29	194.40	6.21	59,602.47	18,971.68	1,917.07	138.01	4.56	21,022.19	38,580.28	40,442.61
Furniture & Fixtures	183.96	10.77	0.12	194.60	73.68	16.10	1.13	0.12	90.79	103.81	110.27
Vehicles	901.22	0.31	8.85	892.68	423.18	102.76	2.65	8.85	519.74	372.94	478.04
Office Equipments	162.32	5.77	2.32	165.77	68.61	29.98	36.28	2.20	132.66	33.11	93.72
Electrical Equipments	505.19	0.16	8.33	497.02	253.90	147.65	29.82	7.00	424.36	72.66	251.29
Tools & Equipment	91.27	5.94	-	97.22	53.93	7.95	7.23	-	69.11	28.10	37.34
Lab Equipments	134.92	1.41	-	136.33	40.55	12.60	7.98	-	61.13	75.20	94.37
Total	76,709.57	285.56	25.84	76,969.30	22,603.79	2,735.00	424.10	22.73	25,740.16	51,229.13	54,105.78
Intangible Assets											
SAP Software	483.34	-	-	483.34	158.22	233.47	-	-	391.70	91.64	325.11
Grand Total	77,192.91	285.56	25.84	77,452.63	22,762.01	2,968.48	424.10	22.73	26,131.86	51,320.77	54,430.89
Capital work in Progress										146.48	226.42
2013-2014	75,057.65	2,137.00	1.73	77,192.92	19,233.26	3,530.47	-	1.72	22,762.01	54,430.90	55,824.38

NOTES TO THE FINANCIAL STATEMENTS

(` in Lakhs)

PARTICULARS	31.03.2015	31.03.2014
J NON-CURRENT INVESTMENTS		
Unquoted Non - traded		
i) Investment in Equity Instruments of body corporates: Subsidiary: M/s Trident Sugars Limited 26,494,924 Equity shares of ` 10/- each at cost (Previous year 14,494,924 Equity shares)	6,739.11	5,539.11
ii) Other non-current investments Investment in Post office	0.17	0.10
	<u>6,739.28</u>	<u>5,539.21</u>
K LONG TERM LOANS & ADVANCES (Unsecured, considered good)		
i) Capital Advance	45.03	72.60
ii) Security Deposits	139.23	142.52
iii) Loans & Advances due by Director Land purchase advance	465.00	465.00
	<u>649.26</u>	<u>680.12</u>
L INVENTORIES		
Work-in-progress at cost	467.98	630.03
Finished Goods - at Net realisable value	16,853.32	22,022.91
Stock In Trade - Properties at Cost	540.89	540.89
Stock In Trade - Others at Cost	31.36	38.32
Stores & Spares at cost	<u>1,685.99</u>	<u>1,622.92</u>
	<u>19,579.54</u>	<u>24,855.08</u>
M TRADE RECEIVABLES (Unsecured, considered good)		
Outstanding for a period exceeding six months	984.19	99.43
Others	<u>2,436.68</u>	<u>3,099.96</u>
	<u>3,420.87</u>	<u>3,199.38</u>
N CASH AND CASH EQUIVALENTS		
Cash on hand	18.49	14.55
Balance with Banks		
In Current Account	331.23	1,725.18
In Current Account - Scheme for Extending Financial Assistance to Sugar Undertakings	-	6,585.00
Guarantee Margin Account	49.85	478.73
Dividend account	<u>26.83</u>	<u>47.69</u>
	<u>426.40</u>	<u>8,851.14</u>

NOTES TO THE FINANCIAL STATEMENTS

(` in Lakhs)

PARTICULARS	31.03.2015	31.03.2014
O SHORT TERM LOANS AND ADVANCES (Unsecured, considered good)		
i) Loans & Advances to Subsidiary company M/s. Trident Sugars Limited	1,498.38	2,419.56
ii) Others		
Staff and other advance	68.42	79.22
Advance to suppliers	291.11	421.77
Advance Sales Tax	3.78	-
Advance Income - Tax	535.00	564.34
Excise Duty Deposits	752.36	875.45
Prepaid Expenses	404.17	483.49
	<u>2,054.84</u>	<u>2,424.28</u>
	<u>3,553.22</u>	<u>4,843.84</u>
P OTHER CURRENT ASSETS		
Income receivable	252.88	200.12
Interest receivable on Excise Duty Loan	660.17	73.27
	<u>913.05</u>	<u>273.39</u>
Q Revenue from Operations		
i) Sale of products	58,439.42	85,436.48
ii) Other operating revenue		
Sale of scrap	84.97	139.21
Export incentives	362.58	4.93
	<u>58,886.97</u>	<u>85,580.63</u>
LESS: Excise duty	1,485.08	2,607.72
	<u>57,401.89</u>	<u>82,972.91</u>
R OTHER INCOME		
i) Interest Income - Others	767.89	365.47
ii) Other non- operating Income		
Rental Income	27.94	1.40
Other Miscellaneous Income	105.65	222.12
Net gain on foreign currency transactions / translations	50.11	37.39
Profit on sale of assets	3.43	0.19
Loss on Investments	-	(1.00)
	<u>955.02</u>	<u>625.56</u>
S COST OF MATERIALS CONSUMED		
Raw material - Sugarcane	39,235.29	63,730.16
T CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS & STOCK IN TRADE		
Opening Inventory		
Finished goods	22,022.91	20,690.25
Work in progress	630.03	716.87
Stock in trade	540.89	540.89
	<u>23,193.83</u>	<u>21,948.01</u>

NOTES TO THE FINANCIAL STATEMENTS

(` in Lakhs)

PARTICULARS	31.03.2015	31.03.2014
Less : Closing inventory		
Finished goods	16,853.32	22,022.91
Work in progress	467.98	630.03
Stock in trade	540.89	540.89
	<u>17,862.19</u>	<u>23,193.83</u>
	5,331.64	(1,245.82)
Add: Excise duty on Increase / (Decrease) in stock of Finished Goods	229.29	62.49
	<u>5,560.93</u>	<u>(1,183.33)</u>
U EMPLOYEE BENEFIT EXPENSES		
Salaries, Wages & Bonus	2,888.49	2,889.24
Contribution to Provident Fund & Other funds	255.72	155.18
Welfare Expenses	340.61	315.13
	<u>3,484.82</u>	<u>3,359.56</u>
V FINANCE COST		
a) Interest expense	6,362.34	6,822.68
b) Other borrowing costs	111.62	521.02
	<u>6,473.96</u>	<u>7,343.70</u>
W OTHER EXPENSES		
Consumption of Stores	852.98	1,182.17
Consumption of Packing Materials	938.31	1,429.60
	<u>1,791.29</u>	<u>2,611.77</u>
Power & Fuel	1,470.45	1,776.14
Building rent	102.08	92.63
Repairs & Maintenance:		
Building	99.32	174.84
Machinery	1,713.71	2,203.44
	<u>1,813.03</u>	<u>2,378.27</u>
Insurance Premium	133.35	166.22
Licence Fees & Tax	147.44	537.69
Cartage & Freight	758.03	676.02
Payment to Auditors		
- Statutory Audit fees	6.00	6.00
- Taxation matters	1.75	4.75
- Certification	1.30	2.06
	<u>9.05</u>	<u>12.81</u>
Cost Audit fees	1.36	1.79
Miscellaneous Expenses	2,042.43	2,425.06
	<u>8,268.51</u>	<u>10,678.40</u>

NOTES TO THE FINANCIAL STATEMENTS

X SIGNIFICANT ACCOUNTING POLICIES

a) BASIS OF ACCOUNTING & REVENUE RECOGNITION

The financial statements are prepared under historical costing convention on a going concern basis, with revenue recognised and expenses accounted on accrual concept (including provisions and adjustments) and in accordance with the applicable accounting standards referred to in Section 133 of the Companies Act, 2013.

b) EMPLOYEE BENEFITS

Short term employee benefits are charged off at the undiscounted amount in the year in which the related service is rendered.

Post employment and other long term employee benefits are charged off in the year in which the employee has rendered services. The amount charged off is recognized at the present value of the amounts payable determined using actuarial valuation techniques.

c) FIXED ASSETS

Fixed assets are stated at historical cost including allocable borrowing costs and exchange differences arising on reporting of long term Foreign currency loans relating to acquisition of fixed assets (as per option exercised in terms of clause 46 of AS 11) and net of specific subsidies, cenvat credit, if any, and depreciation.

Preoperative expenses

Expenditure (including financing cost and exchange rate fluctuations relating to the borrowed funds for construction and acquisition of qualifying fixed assets) incurred on projects under implementation are treated as pre-operative expense pending allocation to the assets and are shown under "Capital Work in Progress" and transferred to the concerned assets on pro-rata basis after installation and commencement of operations.

d) FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currency are initially recorded at the exchange rate at which the transaction is carried out. Gains or losses on the settlement of these transactions, if any, within the same accounting year are recognized in the Profit & Loss Account prepared for the said year on a net off basis, except exchange differences arising on restatement of borrowings for acquisition of fixed assets, which restatement has been done taking into consideration the terms of relevant hedge / derivative contracts applicable. The monetary assets and liabilities related to foreign currency transactions remaining outstanding at the year end are restated.

e) DERIVATIVE TRANSACTION

In respect of derivative contracts, bank charges, provision for losses on restatement and gains / losses on settlement are recognized alongwith the underlying transactions and charged to Statement of Profit and Loss.

f) INVENTORY VALUATION

Inventory is valued at lower of cost and net realizable value as under:

- a) Raw material is valued at cost on FIFO basis.
- b) In respect of sugar and industrial alcohol, cost is arrived at on historical cost basis after deducting the realisable value of the by-products. In respect of manufactured finished goods, excise duty and cess payable are added to the cost, wherever applicable.
- c) In respect of immovable property cost is taken as the net payment for acquisition and expenses incurred therewith till the date of title perfection.
- d) In respect of semi-finished goods (in process) cost is taken as cost of input raw materials and estimated cost of manufacture upto the various stages of completion.
- e) Stores and spares are valued at Weighted Average cost.

g) INVESTMENTS

Investments are stated at cost inclusive of expenses incidental to acquisition.

h) DEPRECIATION

Depreciation of fixed assets has been provided in terms of Schedule II to the Companies Act 2013 adopting the useful life and residual value as stated therein for the respective assets. In respect of additions during the year, depreciation has been provided on pro-rata basis.

NOTES TO THE FINANCIAL STATEMENTS

i) INCOME AND EXPENDITURE RECOGNITION

Revenue on sales transactions is recognised as and when the property in the goods sold is transferred to the buyers for a definite consideration. Revenue from other sources and expenses are recognised on accrual basis.

j) EXCISE DUTY

Excise duty in respect of goods manufactured is accounted at the time of removal of goods from the factory for sale.

Cenvat credit, if any, in respect of capital goods is deducted from the respective assets and in respect of revenue items are deducted in the respective expenditure itself.

k) TAXATION

Provision for taxation is made as per estimated total income after considering various reliefs admissible under the provisions of the Income Tax Act, 1961.

In accordance with the Accounting Standard 22, the deferred tax for the timing differences between the book and tax profits for the year is accounted for using the tax rates and laws in force as of the balance sheet date.

l) TURNOVER

Sales are stated inclusive of excise duty and cess net of discount and rebate but exclusive of sales tax collected wherever applicable. Export sales include export incentives.

m) LEASED ASSETS

Operating lease rentals are expensed/ recognized with reference to lease terms and other considerations.

n) IMPAIRMENT OF ASSETS

Impairment is recognized to the extent that the recoverable amount of an asset is less than its carrying amount and is charged to the Profit and Loss Account as prescribed in AS-28.

o) PROVISIONS, CONTINGENT LIABILITIES & CONTINGENT ASSETS

Provision is recognized only when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the Financial Statements. Contingent Assets are neither recognized nor disclosed in the Financial Statements.

Y OTHER ADDITIONAL INFORMATION

(` in Lakhs)

PARTICULARS	31.03.2015	31.03.2014
1) The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the Company is as under:		
Principal amount due and remaining unpaid	--	--
Interest due on above and the unpaid interest	--	--
Interest paid	--	--
Payment made beyond the appointed day during the year	--	--
Interest due and payable for the period of delay	--	--
Interest accrued and remaining unpaid	--	--
Amount of further interest remaining due and payable in succeeding years	--	--
2) CIF Value of Imports		
a) Capital Goods	12.36	--
b) Consumable spares	--	--

NOTES TO THE FINANCIAL STATEMENTS

(` in Lakhs)

PARTICULARS	31.03.2015	31.03.2014
3) Earnings in Foreign Exchange		
a) Export of goods calculated on FOB basis	2,516.87	--
b) Sale of carbon credits	19.89	425.86
4) Expenditure in Foreign Currency		
a) Professional Services	--	65.55
b) Interest Payment	11.04	87.30
c) Foreign Travel & Boarding	6.04	8.82
d) Registration / Membership Fees	12.87	8.47
e) Others	50.17	10.05
5) Cost of Materials consumed		
Sugarcane	39,235.28	63,730.16
6) Consumption		
a) Raw Materials		
i) Imported	--	--
ii) Indigenous	39,235.28 (100%)	63,730.16 (100%)
b) Stores & Spares		
i) Imported	--	--
ii) Indigenous	852.98 (100%)	1,182.17 (100%)
7) The exchange difference arising on restatement/settlement of Foreign Currency loan (ECB), capitalized/ (reversed) during the year	--	5.12
8) Capital and other commitments: Estimated amount of contracts remaining to be executed on capital account and not provided for	17.67	611.44
9) The company held three properties on lease for operating purpose and the future minimum lease payments are as under:		
a) Not later than one year	31.61	29.51
b) Later than 1 year and not later than 5 years	112.18	--
c) Later than 5 years	--	--
d) Lease payments recognized in the Statement of Profit & Loss (excluding rent payments for sugarcane divisional offices taken on temporary basis)	36.74	38.60
10) The company leased out three properties and the future minimum lease receivables are as under:		
a) Not later than one year	36.57	--
b) Later than 1 year and not later than 5 years	121.51	--
c) Later than 5 years	--	--
d) Lease receipts recognized in the Statement of Profit & Loss	26.53	--
11) Borrowing costs capitalized	10.37	103.42
12) Borrowing costs included in Capital Work in progress	0.70	2.61

NOTES TO THE FINANCIAL STATEMENTS

- 13) Provision towards Gratuity and superannuation schemes has been made upto date as per the demands received from Life Insurance Corporation of India and HDFC Standard Life Insurance Company Limited based on actuarial valuation. Provision for leave encashment benefit has been made for the entire amount due and payable as at the close of the year.

The disclosures required under Accounting Standard 15 "Employee Benefits" are as follows.

Defined Contribution Plan

Contribution to Defined Contribution Plan, recognized are charged off for the year as under:

Employer's Contribution to Provident Fund	125.44	93.41
Employer's Contribution to Superannuation Fund	59.86	60.76

Defined Benefit Plan

The employees' gratuity fund scheme managed by Life Insurance Corporation of India / HDFC Standard Life Insurance Company Limited is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

(` in Lakhs)

PARTICULARS	31.03.2015	31.03.2014
a. Reconciliation of opening and closing balances of Defined Benefit obligation		
Defined Benefit obligation at beginning of the year	551.97	652.38
Current service cost	33.09	37.06
Interest cost	51.50	52.19
Benefits paid	(65.94)	(53.22)
Actuarial (gain)/loss	(139.78)	(136.44)
Defined Benefit obligation at year end	710.40	551.97
b. Reconciliation of opening and closing balances of fair value of plan assets		
Fair value of plan assets at beginning of the year	390.53	354.14
Expected return on plan assets	33.97	30.81
Employer contribution	70.00	65.00
Benefits paid	(65.94)	(53.22)
Actuarial gain / (loss)	(48.19)	(6.19)
Fair value of plan assets at year end	476.75	390.53
c. Reconciliation of fair value of assets and obligations		
Fair value of plan assets as at 31st March 2015	476.75	390.53
Present value of obligation as at 31st March 2015	710.40	551.97
Amount recognized in Balance Sheet	(233.65)	(161.44)
d. Expenses recognized during the year		
Current Service Cost	33.09	37.07
Interest Cost	17.52	52.19
Expected return on plan assets	33.98	(30.81)
Actuarial (gain) / loss	91.60	(130.25)
Net Cost	17.52	(71.80)

NOTES TO THE FINANCIAL STATEMENTS

(` in Lakhs)

PARTICULARS	31.03.2015	31.03.2014
e. Investment details		
L.I.C. Group Gratuity policy	169.79	152.99
HDFC Group Gratuity policy	306.95	237.54
f. Actuarial assumptions		
Mortality Table (L.I.C)	1994-96	1994-96
Discount rate % (per annum)	7.95	9.33
Expected rate of return on plan assets % (per annum)	7.95	8.70
Rate of escalation in salary % (per annum)	4.00	4.00

The estimates of rate of escalation in salary considered in actuarial valuation, taken into account the inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

14) Contingent Liabilities not provided for

a) Claims against the company not acknowledged as debt:

- i) The Commissioner of Central Excise (Appeals) has upheld the order of the Central Excise department imposing a penalty of ` 21.92 lakhs (` 21.92 lakhs) in the matter of payment of service tax for agency fees and other charges paid towards ECB availed. The company has filed an appeal before CESTAT (Central Excise and Service Tax Appellate Tribunal) and the appeal is pending before the said Appellate Tribunal and hence no provision has been made.
- ii) CESTAT has set aside the central excise demand of ` 397.78 Lakhs with interest and penalty and passed orders in favour of the Company in the matter of eligibility of exemption on molasses captively consumed in Unit III and also cenvat credit availed on molasses procured from other Units. On the same issue for the subsequent period, Commissioner of Central Excise, Pondicherry has confirmed demand of ` 550.40 Lakhs with interest and a penalty of ` 10.00 Lakhs. The Company has preferred an appeal before CESTAT. Demand of ` 476.55 Lakhs with interest and penalty on the similar issue in Unit I is also being contested by the Company. In view of the CESTAT order referred above, the Company has not provided for these contingent liabilities in the account.
- iii) Recompense amount payable as per Corporate Debt Restructuring (CDR) scheme as at the close of the year is ` 1,501 lakhs (` 431 Lakhs)

b) Guarantees

The Company has provided a corporate guarantee to the banks in respect of Term loans and cash credit facilities sanctioned to the subsidiary company, Trident Sugars Limited. The outstanding as on 31.3.2015 is ` 1,777.42 lakhs (` 4,263.12 lakhs)

- c) The Government of Tamilnadu notified the State Advised Price (SAP) of ` 2,650/- per MT of sugarcane for the sugar seasons 2013-14 and 2014-15. The company has accrued and accounted the cane purchase at the rate of ` 2,350/- per MT (for the cane procured during April 2014 to September 2014) and at the rate of ` 2,400/- per MT (for the cane procured during the period October 2014 - March 2015). Since all the private mills in Tamilnadu are disputing the State Government's announcement and the case is pending before the High Court of Madras. The total amount involved is ` 4,012.89 lakhs.

15) Income Tax assessments have been completed upto Assessment year 2012-13. Disallowances made in the order of assessment in some of the years, purely technical in nature, have been disputed in appeal before the appellate authorities. No provision has been made therefor since there are no tax demands for the present.

16) In terms of AS-28, the company has carried out an exercise to ascertain the impairment, if any, in the carrying values of its Fixed assets. The exercise has not revealed any impairment of assets during the year 2014-15 save and except the immediate following point.

NOTES TO THE FINANCIAL STATEMENTS

- 17) The Tamil Nadu Government has issued a G.O. dated 31.08.2010 as directed by the Hon'ble Madras High Court, notifying the elephant corridor in the Nilgiris District, which includes company's land of 7.83 acres in Masinagudi Village Nilgiris District. The GO has now been disputed before the Hon'ble Supreme Court by the Company in SLP (C) 16898/2011 and interim stay has been granted. The carrying value of the said land in the books is ₹ 35.57 lakhs (₹ 35.57 lakhs).
- 18) In terms of resolutions passed at the Extraordinary General Meeting held on 10th October 2012, 11,50,000 Equity warrants were issued to Ms.Rajshree Pathy, Chairperson and Managing Director at an exercise price of ₹ 55.20 per warrant. In terms of the regulations, 25% of the total amount (₹ 158.70 lakhs) was deposited on 24th October 2012. Since Ms. Rajshree Pathy did not exercise the option, the initial amount of ₹ 158.70 lakhs is forfeited in April 2014. The same has been shown under reserves and surplus.
- 19) The Company has changed the method of providing depreciation and has adopted useful lives and residual value as prescribed in Schedule II of Companies Act, 2013 read with Accounting Standard 6 (AS 6) 'Depreciation Accounting'. Consequent to the above change, the charge for depreciation in respect of fixed assets held as at April 1, 2014 is lower by ₹ 210.00 Lakhs. Further carrying value of assets, where the remaining useful life of the asset was determined to be NIL as on April 1, 2014, aggregating to ₹ 424.09 lakhs is adjusted against the balance brought forward in General Reserve.

20) Deferred tax workings: (₹ in Lakhs)

Particulars	Opening balance	Addition / (Reversal)	Closing balance
Deferred tax liabilities			
Depreciation	9,909.76	(145.57)	9,764.19
Total - A	9,909.76	(145.57)	9,764.19
Deferred tax assets			
Unabsorbed Depreciation and losses	4,712.28	2,232.88	6,945.16
Disallowance u/s 43 B	290.14	(19.13)	271.01
Payment under Voluntary Separation Scheme	22.02	(0.07)	21.95
Total - B	5,024.44	2,213.67	7,238.11
Net Deferred tax liability (A-B)	4,885.32	(2,359.25)	2,526.08
MAT Credit (C)	1,427.37	-	1,427.37
Net Deferred tax liability (A-B-C)	3,457.95	(2,359.25)	1,098.71

21) Transactions with related parties (₹ in Lakhs)

Particulars	Subsidiaries	Key Managerial Personnel	Relatives of Key Managerial Personnel	Other Related Parties	Total
Remuneration paid					
Ms.Rajshree Pathy	-	124.89	-	-	124.89
	(-)	(123.74)	(-)	(-)	(123.74)
Mr.R.Varadarajan	-	65.40	-	-	65.40
	(-)	(57.24)	(-)	(-)	(57.24)
Mr.A.Sathyamurthy	-	56.85	-	-	56.85
	(-)	(56.82)	(-)	(-)	(56.82)
Mr.M.Ponraj	-	4.74	-	-	4.74
	(-)	(4.28)	(-)	(-)	(4.28)

NOTES TO THE FINANCIAL STATEMENTS
21) Transactions with related parties

(` in Lakhs)

Particulars	Subsidiaries	Key Managerial Personnel	Relatives of Key Managerial Personnel	Other Related Parties	Total
Purchase of Goods					
Ms Aishwarya Pathy	-	-	11.29	-	11.29
	(-)	(-)	(4.95)	(-)	(4.95)
Mr Aditya Krishna Pathy	-	-	17.56	-	17.56
	(-)	(-)	(20.35)	(-)	(20.35)
RSCL Properties (P) Ltd	-	-	-	18.20	18.20
	(-)	(-)	(-)	(14.50)	(14.50)
Greenplus Manures (P) Ltd	-	-	-	11.88	11.88
	(-)	(-)	(-)	(15.37)	(15.37)
Rajshree Spinning Mills Ltd	-	-	-	13.60	13.60
	(-)	(-)	(-)	(11.89)	(11.89)
Lavik Foodworks LLP	-	-	-	1.90	1.90
	(-)	(-)	(-)	(-)	(-)
Sale of goods					
Trident Sugars Ltd	1,991.14	-	-	-	1,991.14
	(32.50)	(-)	(-)	(-)	(32.50)
Lavik Foodworks LLP	-	-	-	413.62	413.62
	(-)	(-)	(-)	(-)	(-)
Rajshree Biosolutions LLP	-	-	-	16.26	16.26
	(-)	(-)	(-)	(-)	(-)
Purchase of Assets/ Accessories					
Trident Sugars Ltd	-	-	-	-	-
	(7.99)	(-)	(-)	(-)	(7.99)
CAI Industries (P) Ltd	-	-	-	3.88	3.88
	(-)	(-)	(-)	(2.65)	(2.65)
Rajshree Automotive (P) Ltd	-	-	-	0.81	0.81
	(-)	(-)	(-)	(0.54)	(0.54)
Sale of Assets /Accessories					
Trident Sugars Ltd	-	-	-	-	-
	(8.60)	(-)	(-)	(-)	(8.60)
Receiving of Services					
CAI Industries (P) Ltd	-	-	-	1.48	1.48
	(-)	(-)	(-)	(1.25)	(1.25)
Aloha Tours & Travels (India) (P) Ltd	-	-	-	0.90	0.90
	(-)	(-)	(-)	(1.38)	(1.38)
Rajshree Automotive (P) Ltd	-	-	-	0.25	0.25
	(-)	(-)	(-)	(0.24)	(0.24)
Major Corporate Services (India) Ltd	-	-	-	312.43	312.43
	(-)	(-)	(-)	(201.46)	(201.46)

NOTES TO THE FINANCIAL STATEMENTS

(` in Lakhs)

Particulars	Subsidiaries	Key Managerial Personnel	Relatives of Key Managerial Personnel	Other Related Parties	Total
Finance - Loans Given					
Trident Sugars Ltd	-	-	-	-	-
	(3,497.07)	(-)	(-)	(-)	(3,497.07)
Finance - Advance for purchase of property					
Ms Rajshree Pathy	-	-	-	-	-
	(-)	(65.00)	(-)	(-)	(65.00)
Finance - Equity Contribution Made					
Trident Sugars Ltd	1,200.00	-	-	-	1,200.00
	(708.37)	(-)	(-)	(-)	(708.37)
Interest received					
Trident Sugars Ltd	308.28	-	-	-	308.28
	(261.17)	(-)	(-)	(-)	(261.17)
Guarantee given					
Trident Sugars Ltd	1,777.42	-	-	-	1,777.42
	(4,263.12)	(-)	(-)	(-)	(4,263.12)
Lease rent received					
Rajshree Biosolutions LLP	-	-	-	29.67	29.67
	(-)	(-)	(-)	(-)	(-)
Major Corporate Services India Ltd	-	-	-	0.15	0.15
	(-)	(-)	(-)	(-)	(-)
Bio-fertiliser received for supply to farmers of the company					
Rajshree Biosolutions LLP	-	-	-	317.82	317.82
	(-)	(-)	(-)	(-)	(-)
Purchase of uniform cloth materials					
Lakshmi Mills Co. Ltd	-	-	-	6.48	6.48
	(-)	(-)	(-)	(-)	(-)
Deputation charges received					
Trident Sugars Ltd	0.72	-	-	-	0.72
	(-)	(-)	(-)	(-)	(-)
OUTSTANDINGS					
Payable	-	535.00	5.33	117.07	657.40
	(-)	(535.00)	(6.74)	(12.02)	(553.76)
Receivable	1,633.24	-	-	65.72	1,698.96
	(2,419.56)	(-)	(-)	(11.13)	(2,430.69)

Note:

Names of Related parties and description of relationship

- Holding Companies
None
- Subsidiaries
Trident Sugars Limited
- Fellow Subsidiaries
None
- Associates
None

NOTES TO THE FINANCIAL STATEMENTS

5. Key Managerial Personnel
 - a) Ms. Rajshree Pathy, Chairperson & Managing Director
 - b) Mr. R.Varadarajan, Wholetime Director
 - c) Mr. A.Sathyamurthy, President & Chief Financial Officer
 - d) Mr. M.Ponraj, Company Secretary
6. Relatives of Key Managerial Personnel
 - a) Ms. Aishwarya Pathy
 - b) Mr. Aditya Krishna Pathy
7. Other Related Parties
 - a) RSCL Properties Pvt Ltd
 - b) Prana Ayurveda Coimbatore Pvt Ltd
 - c) Argead Enterprises Pvt Ltd
 - d) CAI Industries Pvt Ltd.
 - e) Rajshree Automotive Pvt Ltd.
 - f) Aloha Tours & Travels (India) Pvt Ltd
 - g) Rajshree Spinning Mills Ltd
 - h) Raj Fabrics and Accessories (Cbe) Ltd
 - i) Greenplus Manures Pvt Ltd
 - j) Major Corporate Services (India) Ltd
 - k) Lavik Foodworks LLP
 - l) Rajshree Biosolutions LLP
 - m) Lakshmi Mills Company Ltd

	31.03.2015	(` in Lakhs) 31.03.2014
22) Earnings per share		
a) Number of equity shares of ` 10/- each outstanding at the year end	23,791,700	23,791,700
b) Profit/(Loss) before exceptional/extraordinary items & tax	(7,635.07)	(2,667.60)
Basic/Diluted earnings per share of ` 10/- each	(32.09)	(11.21)
c) Profit/(Loss) after exceptional/extraordinary items & tax	(5,275.83)	(2,667.60)
Basic / Diluted earnings per share of ` 10/- each	(22.18)	(11.21)

23) Previous year figures have been regrouped wherever necessary to conform to current year's classification.

As per our report of even date

For **Srikishen & Co**
Registration No. 004009 S
Chartered Accountants

R. Varadarajan
Wholetime Director

Rajshree Pathy
Chairperson and Managing Director

K. Murali Mohan
Membership No. 14328
Auditors, Proprietor

A. Sathyamurthy
President & Chief Financial Officer

M. Ponraj
Company Secretary

Place: Coimbatore
Date : 27th May 2015

(` in Lakhs)

Cash Flow Statement for the Year ended	31.03.2015	31.03.2014
A. Cash Flow from Operating activities:		
Net Profit before taxation & extraordinary items	(7,635.08)	(3,860.49)
Adjustment for:		
Depreciation	2,968.48	3,530.47
Loss / (Profit) on sale of Fixed Assets	(1.70)	(0.18)
Loss on investments	-	1.00
Interest paid	6,473.96	7,343.70
Interest received	(767.88)	(365.47)
Operating profit before working capital changes	1,037.78	6,649.03
Adjustments for:		
Trade and other receivables	489.67	2,007.86
Inventories	5,275.54	(1,227.14)
Trade payables	(5,286.49)	(5,444.85)
Cash generated from Operations	1,516.49	1,984.90
Direct taxes (paid) / Refund	(29.34)	88.94
Cashflow before extraordinary items	1,487.15	2,073.85
Extraordinary items	-	-
Net cash from operating activities	1,487.15	2,073.85
B. Cash flow from investing Activities		
Purchase of Fixed Assets	(200.81)	(1,047.19)
Investment in Subsidiary company / Post office Deposit	(1,200.07)	(708.37)
Sale of Fixed Assets - Including compensation received on acquisition	-	0.19
Interest received	767.88	365.47
Net Cash used in Investing Activities	(632.99)	(1,389.90)
C. Cash Flow from Financing Activities		
Proceeds from issue of Share Capital	-	-
Proceeds from / (Repayment of) long term borrowings	2,073.81	12,856.19
Proceeds from / (Repayment of) short term borrowings	(4,878.75)	1,880.00
Interest paid	(6,473.96)	(7,343.70)
Dividend paid including tax on dividend	-	-
Net Cash used in Financing Activities	(9,278.90)	7,392.48
Net Increase / (Decrease) in Cash and Cash Equivalents	(8,424.74)	8,076.43
Cash and cash equivalent as at the beginning of the Year	8,851.14	774.71
Cash and cash equivalent as at the close of the Year	426.40	8,851.14

As per our report of even date

For **Srikishen & Co**
Registration No. 004009 S
Chartered Accountants

R. Varadarajan
Wholetime Director

Rajshree Pathy
Chairperson and Managing Director

K. Murali Mohan
Membership No. 14328
Auditors, Proprietor

A. Sathyamurthy
President & Chief Financial Officer

M. Ponraj
Company Secretary

Place: Coimbatore
Date : 27th May 2015

INDEPENDENT AUDITOR'S REPORT

To The Members Of Rajshree Sugars & Chemicals Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of RAJSHREE SUGARS & CHEMICALS LIMITED (hereinafter referred to as "the Holding Company") and its subsidiary (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

- a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of the Consolidated Statement of Profit and Loss, of the loss for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date

Other Matters

We have audited the financial of statements subsidiary M/s Trident Sugars Limited whose financial statements reflect total assets of ₹ 15,313.79 lacs as at 31st March, 2015, total revenues of ₹ 15,578.41 lacs and net cash outflows amounting to ₹ 200.28 lacs for the year ended on that date, as considered in the consolidated financial statements.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Company, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors of the holding & subsidiary Company as on 31st March, 2015 taken on record by the Board of Directors of the said Companies, none of the directors of the Group is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates and jointly controlled entities- Refer Note X 4 to the consolidated financial statements.
 - ii. The Group, did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary company.

For SRIKISHEN & CO.
Registration No. 004009S
Chartered Accountants

K.Murali Mohan
Auditors, Proprietor
Membership No.14328

Place:Coimbatore
Date: 27th May 2015

Annexure to the Auditors' Report

(Referred to in paragraph 1 of report on other legal and regulatory requirements)

- i) In respect of the fixed assets of the company and its subsidiary
- The respective entities have maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
 - As explained to us, all the fixed assets have been physically verified in a phased periodical manner, by the management of the respective entities, which in our opinion is reasonable having regard to the size of the companies and nature of its assets. No material discrepancies have been noticed on such physical verification.
- ii) In respect of the Inventories of the company and its subsidiary
- The physical verification of inventory has been conducted by the management of the respective entities at reasonable intervals.
 - The procedures of physical verification of inventories followed by the management of the respective entities are reasonable and adequate in relation to the size of the Companies and the nature of its business.
 - On the basis of our examination of records of inventory, in our opinion, the respective companies have maintained proper record of inventory and no material discrepancies were noticed on the physical verification of inventories as compared to the book records.
- iii) The Company and its aforesaid subsidiary have not granted any loans secured or unsecured to companies firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 by the respective entities.
- iv) In our opinion and according to the information and explanations given to us there are adequate internal control systems commensurate with the size of the Company and its subsidiary and the nature of its business, with regard to purchase of inventory and fixed assets and for the sale of goods and services .There is no continuing failure to correct major weaknesses in the internal control system.
- v) The Company and its subsidiary have not accepted any deposits from the public during the year.
- vi) The Central Government has prescribed maintenance of cost records under sub section (1) of section 148 section of the Companies Act, 2013 in respect of certain products manufactured by the company and its subsidiary. We have broadly reviewed the accounts and records of the Company and its subsidiary in this connection and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however carried out a detailed examination of the same.
- vii) a. The Company and its subsidiary are regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income tax, Sales tax, Wealth tax, duty of Customs, duty of Excise, Value added tax, cess and other statutory dues with the appropriate authorities. According to the information and explanation given to us no undisputed arrears of statutory dues were outstanding as at 31.03.2015 for a period of more than six months from the date they became payable.
- b. According to the information and explanations given to us, the details of disputed statutory dues of the Company and its Subsidiary which have not been deposited are as given below:

Name of the statute	Nature of demand	Period to which amount relates	Amount disputed (₹ in lakhs)	Forum where dispute is pending
Service Tax	Penalty	2006-2007	21.92	Commissioner (Appeals)
Central Excise	Excise duty Excise duty	April 2013- March 2014 January 2012 - December 2014	550.50 476.55	CESTAT Commissioner of Central Excise
APST	VAT	2006- 2007	4.06	Sales Tax Appellate Tribunal, Hyderabad

- c. The amount required to be transferred by the Company and its subsidiary to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under has been transferred to such fund within time .
- viii) The Group does not have accumulated losses at the end of the financial year 31.03.2015.The group has incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year.
- ix) The Company and its Subsidiary has not defaulted in repayment of dues to financial institutions or banks .The Company and its Subsidiary has not issued any debentures till date.
- x) The Company and its subsidiary have not given corporate guarantee for loans taken by others from Banks and Financial Institutions. According to the information and explanations given to us, the terms & conditions of the guarantee given are not prejudicial to the interests of the company.
- xi) The Company and its subsidiary have applied term loans for the purpose for which the loans were obtained during the year.
- xii) To the best of our knowledge and belief and according to the information and explanations given to us, no frauds on or by the Company and its Subsidiary has been noticed or reported during the year.

For SRIKISHEN & CO.
Registration No. 004009S
Chartered Accountants

K.Murali Mohan
Auditors, Proprietor
Membership No.14328

Place:Coimbatore
Date: 27th May 2015

CONSOLIDATED BALANCE SHEET AS AT 31st MARCH 2015

(` in Lakhs)

PARTICULARS	Note	31.03.2015	31.03.2014
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	A	2,379.17	2,379.17
(b) Reserves and surplus	B	(953.68)	5,882.50
(c) Money received against share warrants - Refer Note X6		-	158.70
		<u>1,425.49</u>	<u>8,420.37</u>
2 Non-current liabilities			
(a) Long-term borrowings	C	48,403.46	51,972.64
(b) Deferred tax liabilities (Net)	D	(110.50)	2,798.65
		<u>48,292.96</u>	<u>54,771.29</u>
3 Current liabilities			
(a) Short-term borrowings	E	17,523.64	16,744.95
(b) Trade payables	F	18,243.09	19,211.14
(c) Other current liabilities	G	10,097.40	11,915.15
(d) Short-term provisions	H	272.47	262.77
		<u>46,136.60</u>	<u>48,134.02</u>
TOTAL		<u>95,855.05</u>	<u>111,325.68</u>
II. ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	I	55,480.07	58,508.51
(ii) Intangible assets		3,339.03	3,572.51
(iii) Capital work-in-progress		173.36	281.77
(b) Non-current investments	J	0.17	0.10
(c) Long-term loans and advances	K	663.68	699.29
		<u>59,656.31</u>	<u>63,062.19</u>
2 Current assets			
(a) Inventories	L	28,554.82	32,775.74
(b) Trade receivables	M	3,622.77	3,214.97
(c) Cash and cash equivalents	N	537.26	9,162.29
(d) Short-term loans and advances	O	2,457.83	2,820.81
(e) Other current assets	P	1,026.06	289.69
		<u>36,198.74</u>	<u>48,263.49</u>
TOTAL		<u>95,855.05</u>	<u>111,325.68</u>

See accompanying notes to the financial statements

As per our report of even date

For **Srikishen & Co**

Registration No. 004009 S

Chartered Accountants

R. Varadarajan
Wholetime Director

Rajshree Pathy
Chairperson and Managing Director

K. Murali Mohan
Membership No. 14328
Auditors, Proprietor

A. Sathyamurthy
President & Chief Financial Officer

M. Ponraj
Company Secretary

Place: Coimbatore
Date : 27th May 2015

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH 2015 (` in Lakhs)

PARTICULARS	Note	31.03.2015	31.03.2014
Income			
I. Revenue from operations	Q	71,063.99	92,341.23
II. Other income	R	658.23	385.28
III. Total Revenue (I + II)		<u>71,722.22</u>	<u>92,726.51</u>
IV. Expenses:			
Cost of materials consumed	S	52,409.04	73,609.24
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	T	4,652.69	(3,419.13)
Employee benefits expense	U	4,098.50	3,956.50
Finance costs	V	7,212.20	7,869.69
Depreciation and amortization expense		3,183.10	3,846.32
Other expenses	W	9,643.78	11,836.24
Total expenses		<u>81,199.31</u>	<u>97,698.86</u>
V. Profit before exceptional and extraordinary items and tax (III-IV)		(9,477.09)	(4,972.35)
VI. Exceptional items		-	-
VII. Profit/(Loss) before extraordinary items and tax (V - VI)		<u>(9,477.09)</u>	<u>(4,972.35)</u>
VIII. Extraordinary Items		-	-
IX. Profit/(Loss) before tax (VII- VIII)		<u>(9,477.09)</u>	<u>(4,972.35)</u>
X. Tax expense:			
(1) Current tax		-	-
Less : MAT credit entitlement		-	-
(2) Deferred tax liability/(reversed) provided		(2,909.15)	(1,536.46)
XI. Profit / (Loss) for the period from continuing operations (IX-X)		<u>(6,567.95)</u>	<u>(3,435.89)</u>
XII. Profit / (Loss) from Discontinuing operations (after tax)		-	-
XIII. Profit / (Loss) for the period (XI + XII)		<u>(6,567.95)</u>	<u>(3,435.89)</u>
XIV. Earnings per equity share:			
(1) Basic		(27.61)	(14.44)
(2) Diluted		(27.61)	(14.44)

See accompanying notes to the financial statements

As per our report of even date

For **Srikishen & Co**
Registration No. 004009 S
Chartered Accountants

K. Murali Mohan
Membership No. 14328
Auditors, Proprietor

Place: Coimbatore
Date : 27th May 2015

R. Varadarajan
Wholetime Director

A. Sathyamurthy
President & Chief Financial Officer

Rajshree Pathy
Chairperson and Managing Director

M. Ponraj
Company Secretary

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs)

PARTICULARS	31.03.2015	31.03.2014
A. SHARE CAPITAL		
AUTHORISED		
30,000,000 Equity Shares of ₹ 10/- each	<u>3,000.00</u>	<u>3,000.00</u>
ISSUED SUBSCRIBED & PAID UP:		
23,791,700 Equity Shares of ₹ 10/- each fully paid-up in cash	<u>2,379.17</u>	<u>2,379.17</u>
i) No of Equity Shares outstanding at the beginning of the year	23,791,700	23,791,700
Add/Less Additions during the year	-	-
At the end of the year	23,791,700	23,791,700
ii) Shareholder holding more than 5 percent shares: Ms. Rajshree Pathy	8,370,884	8,370,884
B. RESERVES & SURPLUS		
RESERVES		
i) General Reserve		
Opening Balance	8,000.00	8,000.00
Adjustments during the year (Refer Note X7)	<u>(426.93)</u>	-
Closing Balance	7,573.07	8,000.00
ii) Securities Premium Reserve		
Opening Balance	572.00	572.00
Additions / (Deletions) during the year	-	-
Closing Balance	572.00	572.00
iii) Other Reserves - Refer Note X6	158.70	-
SURPLUS		
Balance in statement Profit & Loss		
Opening Balance	(2,689.50)	746.39
Add: Profit / (Loss) after tax	<u>(6,567.95)</u>	<u>(3,435.89)</u>
Closing Balance	(9,257.45)	(2,689.50)
	<u>(953.68)</u>	<u>5,882.50</u>
C LONG - TERM BORROWINGS		
SECURED LOANS		
Term Loans		
a) From Banks	44,603.20	46,779.25
b) From Other parties :		
Sugar Development Fund	2,575.26	3,968.39
UNSECURED LOANS		
Promotors contribution	1,225.00	1,225.00
In terms of CDR Scheme entered into by the company and repayable after satisfactory compliance of terms of Lenders under the scheme. Rate of interest - NIL	<u>48,403.46</u>	<u>51,972.64</u>

c) Rate of interest, maturity profile and Security details for long term borrowings of Rajshree Sugars & Chemicals Limited are set out under Company's standalone financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

d) Trident Sugars Limited.

Rate of Interest and Maturity Profile of Long Term/Short Term Borrowings of Trident Sugars Limited is furnished below:

Rate of Interest	2015-16	2016-17	2017-18	2018-19	Total
4%	356.48	159.86	159.86	-	676.20
16.9%	669.00	-	-	-	669.00
3.9%	92.00	400.00	400.00	298.00	1,190.00
Total	1,117.48	559.86	559.86	298.00	2,535.20

Security Details for long term borrowings:

- Term loan ` 669 lakhs (` 1,256 lakhs) secured by 1st pari passu charge on the current assets of the company and 1st pari passu charge on the Company's immovable and fixed assets at Madhunagar, Medak District, Telengana. The term loan is guaranteed by the holding Company.
- Term loan ` 319.72 lakhs (` 799.30 lakhs) secured by exclusive 2nd Charge on all immovable and movable properties (save and except book debts) of company's sugar factory situated at Madhunagar, Medak District, Telengana.
- Term loan ` 856 lakhs (` 856 lakhs) secured by 1st pari passu charge on the current assets of sugar factory at Madhunagar, Medak District, Telengana and 3rd pari passu charge on immovable properties and fixed assets at Madhunagar, Medak District, Telengana and personally guaranteed by the Managing Director.
- Term loan ` 334 lakhs secured by 1st pari passu charge on the current assets of sugar factory at Madhunagar, Medak District, Telengana and 3rd pari passu charge on immovable properties and fixed assets at Madhunagar, Medak District, Telengana and personally guaranteed by the Managing Director.
- Aggregate amount of loan guaranteed by others is Nil.
- Period and amount of continuing default in respect of the aforesaid loans is Nil except as detailed below :
Term loan installment of ` 159.86 lakhs due in March 2015 and interest outstanding thereon ` 36.76 lakhs payable to Sugar Development Fund (SDF), Government of India is yet to be paid. (*` in Lakhs*)

PARTICULARS	31.03.2015	31.03.2014
D DEFERRED TAX LIABILITIES:		
Opening Balance	2,798.65	4,335.10
Add / (Less) : Provided/ (Reversed) during the year	(2,909.15)	(1,536.46)
	(110.50)	2,798.65
E SHORT - TERM BORROWINGS		
i) SECURED LOANS		
Loans repayable on demand from Banks:		
Cash Credit Account	17,523.64	16,602.29
ii) UNSECURED LOANS		
Fixed Deposits	-	142.66
(In terms of Section 74 of the Companies Act, 2013, the Company has repaid all the deposits accepted as per the provisions of earlier Companies Act, 1956)	17,523.64	16,744.95

iii) Rate of interest, maturity profile for short term borrowings of Rajshree Sugars and Chemicals Limited are set out under Company's standalone financial statements.

iv) Security details for short term borrowings of Trident Sugar Limited are as below:

- Working Capital limit ` 1,108.42 lakhs (` 3,007.12 lakhs) secured by 1st pari passu charge on the current assets of sugar factory at Madhunagar, Medak District, Telengana and 3rd pari passu charge on immovable properties and fixed assets at Madhunagar, Medak District, Telengana. The working capital facilities guaranteed by the holding Company.
- One time demand loan ` 2,500 lakhs secured by charge over warehouse receipt (resulting in charge over underlying goods) and personally guaranteed by Managing Director.
- Aggregate amount of loans guaranteed by others is Nil.
- Period and amount of default in respect of the aforesaid loans is Nil.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(` in Lakhs)

PARTICULARS	31.03.2015	31.03.2014
F TRADE PAYABLES		
Due to Micro, Small & Medium Enterprises	-	-
Due to Others	<u>18,243.09</u>	<u>19,211.14</u>
G OTHER CURRENT LIABILITIES		
i) Current maturities of long term debt	7,859.63	2,592.72
ii) Interest accrued but not due on borrowings	28.39	595.22
iii) Unpaid Dividend*	26.83	47.69
* The figures reflect the position as at March 31, 2015. The actual amount to be transferred to the Investor Education and Protection Fund in this respect shall be determined on the due dates		
iv) Other Payables :		
Advance received from Customers	333.34	3,264.97
Statutory dues payables	1,590.08	1,742.65
Creditors for capital expenditure	259.13	355.19
Other Payables - Farmer and Harvester funding	-	3,316.71
	<u>2,182.55</u>	<u>8,679.52</u>
	<u>10,097.40</u>	<u>11,915.15</u>
H SHORT- TERM PROVISIONS		
i) Provisions for employee benefits:		
Leave Salary entitlement	49.84	45.29
Gratuity contribution	221.04	214.53
	<u>270.88</u>	<u>259.83</u>
ii) Others		
Provisions for Wealth Tax	1.59	2.95
	<u>272.47</u>	<u>262.77</u>

I FIXED ASSETS

(` in Lakhs)

PARTICULARS	GROSS BLOCK				DEPRECIATION					NET BLOCK	
	As on 31.03.2014	Additions For the Period	Deletions For the Period	As on 31.03.2015	Upto to 31.03.2014	For the year	Adjusted to General Reserve	Written Back	Upto 31.03.2015	As on 31.03.2015	As on 31.03.2014
Tangible Assets											
Land	974.68	13.72	-	988.40	-	-	-	-	-	988.40	974.68
Buildings	15,364.84	75.54	-	15,440.37	2,925.25	527.10	201.01	-	3,653.36	11,787.01	12,439.58
Plant & Equipment	64,861.87	237.39	6.21	65,093.05	20,863.58	2,096.20	140.04	4.56	23,095.26	41,997.80	43,998.30
Furniture & Fixtures	202.78	10.96	0.12	213.61	85.87	18.80	1.13	0.12	105.68	107.94	116.91
Vehicles	946.24	0.31	8.85	937.70	447.64	107.86	2.65	8.85	549.30	388.40	498.59
Office Equipments	167.11	5.77	2.32	170.56	69.65	31.47	37.08	2.20	136.00	34.56	97.46
Electrical Equipments	505.19	0.16	8.33	497.02	253.90	147.65	29.82	7.00	424.36	72.66	251.29
Tools & Equipment	91.27	5.94	-	97.22	53.93	7.95	7.23	-	69.11	28.10	37.34
Lab Equipments	134.92	1.41	-	136.33	40.55	12.60	7.98	-	61.13	75.20	94.37
Total	83,248.90	351.20	25.84	83,574.26	24,740.37	2,949.62	426.93	22.73	28,094.19	55,480.07	58,508.52
Intangible Assets											
SAP Software	483.34	-	-	483.34	158.22	233.47	-	-	391.70	91.64	325.11
Goodwill	3,247.39	-	-	3,247.39	-	-	-	-	-	3,247.39	3,247.39
Grand Total	86,979.63	351.20	25.84	87,304.99	24,898.60	3,183.10	426.93	22.73	28,485.89	58,819.10	62,081.03
Capital work in Progress										173.36	281.77
2013-2014	84,655.68	2,326.93	2.99	86,979.63	21,055.24	3,846.32	-	2.95	24,898.61	62,081.02	63,600.45

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs)

PARTICULARS	31.03.2015	31.03.2014
J NON-CURRENT INVESTMENTS		
Unquoted Non - traded		
i) Investment in Equity Instruments of body corporates: Subsidiary M/s Trident Sugars Limited 26,494,924 Equity shares of ₹ 10/- each at cost (previous year 14,494,924 Equity shares)	-	-
ii) Other non-current investments: Investment in Post office	0.17	0.10
	<u>0.17</u>	<u>0.10</u>
K LONG TERM LOANS & ADVANCES (Unsecured, considered good)		
i) Capital Advance	45.03	78.12
ii) Security Deposits	153.65	156.18
iii) Loans & Advances due by Director Land purchase advance	465.00	465.00
	<u>663.68</u>	<u>699.29</u>
L INVENTORIES		
Work-in-progress at cost	655.64	793.44
Finished Goods - at Net realisable value	25,246.15	29,506.37
Stock In Trade - Properties at Cost	540.89	540.89
Stock In Trade - Others at Cost	72.68	38.32
Stores & Spares at cost	2,039.46	1,896.72
	<u>28,554.82</u>	<u>32,775.74</u>
M TRADE RECEIVABLES (Unsecured, considered good)		
Outstanding for a period exceeding six months	991.86	106.63
Others	2,630.91	3,108.34
	<u>3,622.77</u>	<u>3,214.97</u>
N CASH AND CASH EQUIVALENTS		
Cash on hand	21.75	17.33
Balance with Banks		
In Current Account	396.41	1,994.31
In Current Account - Scheme for Extending Financial Assistance to Sugar Undertakings	-	6,585.00
Guarantee Margin Account	92.27	517.96
Dividend account	26.83	47.69
	<u>537.26</u>	<u>9,162.29</u>
O SHORT TERM LOANS AND ADVANCES: (Unsecured, considered good)		
Others:		
Staff and other advance	270.21	275.56
Advance to suppliers	357.72	479.98
Advance Sales Tax	3.78	-
Advance Income - Tax	623.53	651.98
Excise Duty Deposits	780.21	894.90
Prepaid Expenses	422.38	518.40
	<u>2,457.83</u>	<u>2,820.81</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(` in Lakhs)

PARTICULARS	31.03.2015	31.03.2014
P OTHER CURRENT ASSETS		
Income receivable	253.03	199.48
Interest receivable on Excise Duty Loan	<u>773.03</u>	<u>90.21</u>
	<u>1,026.06</u>	<u>289.69</u>
Q Revenue from Operations		
i) Sale of products	72,709.32	95,223.96
ii) Other operating revenue		
Sale of scrap	119.60	156.03
Export incentives	<u>362.58</u>	<u>4.93</u>
	<u>73,191.50</u>	<u>95,384.92</u>
LESS: Excise duty	<u>2,127.51</u>	<u>3,043.69</u>
	<u>71,063.99</u>	<u>92,341.23</u>
R OTHER INCOME		
i) Interest Income - Others	465.40	108.80
ii) Other non operating Income		
Rental Income	27.94	1.40
Other Misc Income	111.36	238.51
Net gain on foreign currency transactions / translations	50.10	37.39
Profit on sale of assets	3.43	0.18
Loss on investments	<u>-</u>	<u>(1.00)</u>
	<u>658.23</u>	<u>385.28</u>
S COST OF MATERIALS CONSUMED		
Raw material	<u>52,409.04</u>	<u>73,609.24</u>
T CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS & STOCK IN TRADE		
Opening Inventory		
Finished goods	29,506.37	25,925.13
Work in progress	793.44	779.96
Stock in trade	<u>540.89</u>	<u>540.89</u>
	<u>30,840.70</u>	<u>27,245.98</u>
Less : Closing inventory		
Finished goods	25,287.47	29,506.37
Work in progress	655.64	793.44
Stock in trade	<u>540.89</u>	<u>540.89</u>
	<u>26,484.00</u>	<u>30,840.70</u>
	<u>4,356.70</u>	<u>(3,594.72)</u>
Add: Excise duty on Increase / (Decrease) in stock of Finished Goods	<u>295.99</u>	<u>175.60</u>
	<u>4,652.69</u>	<u>(3,419.13)</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(` in Lakhs)

PARTICULARS	31.03.2015	31.03.2014
U EMPLOYEE BENEFIT EXPENSES		
Salaries, Wages & Bonus	3,431.28	3,426.69
Contribution to Provident Fund & Other funds	306.90	194.51
Welfare Expenses	<u>360.32</u>	<u>335.30</u>
	<u>4,098.50</u>	<u>3,956.50</u>
V FINANCE COST		
a) Interest expense	7,078.32	7,319.36
b) Other borrowing costs	<u>133.88</u>	<u>550.33</u>
	<u>7,212.20</u>	<u>7,869.69</u>
W OTHER EXPENSES		
Consumption of Stores	1,083.96	1,372.17
Consumption of Packing Materials	<u>1,148.41</u>	<u>1,611.15</u>
	<u>2,232.37</u>	<u>2,983.32</u>
Power & Fuel	1,517.73	1,829.26
Building rent	142.06	145.50
Repairs & Maintenance		
Building	107.75	195.92
Machinery	<u>2,070.65</u>	<u>2,573.43</u>
	<u>2,178.40</u>	<u>2,769.35</u>
Insurance Premium	155.54	190.37
Licence Fees & Tax	227.57	541.89
Cartage & Freight	833.42	692.25
Payment to Auditor's		
- Statutory Audit fees	8.00	8.00
- Taxation matters	2.25	5.25
- Certification	<u>1.40</u>	<u>2.16</u>
	<u>11.65</u>	<u>15.41</u>
Cost Audit fees	1.61	2.04
Miscellaneous Expenses	<u>2,343.43</u>	<u>2,666.84</u>
	<u>9,643.78</u>	<u>11,836.24</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

X 1) PRINCIPLES OF CONSOLIDATION

The consolidated financial statements relate to Rajshree Sugars & Chemicals Limited ('the company') and its subsidiary Company, Trident Sugars Limited. The consolidated financial statements have been prepared on the following basis.

- i) The financial statements of the Company and its subsidiary company have been prepared on a line-by-line basis by adding together the book values like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses.
- ii) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements.
- iii) Goodwill represents the difference between the Company's share in the net worth of the subsidiary and the cost of acquisition of investment in the subsidiary. For this purpose, the Company's share of net worth is determined on the basis of the latest financial statements prior to the acquisition, after making necessary adjustments for material events between the date of such financial statements and the date of acquisition.
- iv) The subsidiary companies considered in the Company financial statement are as follow:

Name of the Company	Country of incorporation	% of voting power held	Proportion of ownership interest as on	
			31.3.2015	31.3.2014
Trident Sugars Limited	India	100.00%	100.00%	100.00%

2) Other significant accounting polices

These are set out under the 'Significant Accounting Policies' in the Company's standalone financial statements.

3) Capital and other commitments (` in Lakhs)	31.3.2015	31.3.2014
Estimated amount of contracts remaining to be executed on capital account and not provided for	18.85	636.26

4) Contingent Liabilities not provided for (` in lakhs)

Pertaining to Rajshree Sugars & Chemicals Ltd:

- a) Claims against the company not acknowledged as debt.
 - i) The Commissioner of Central Excise (Appeals) has upheld the order of the Central Excise department imposing a penalty of ` 21.92 lakhs (` 21.92 lakhs) in the matter of payment of service tax for agency fees and other charges paid towards ECB availed. The company has filed an appeal before CESTAT (Central Excise and Service Tax Appellate Tribunal) and the appeal is pending before the said Appellate Tribunal and hence no provision has been made.
 - ii) CESTAT has set aside the central excise demand of ` 397.78 Lakhs with interest and penalty and passed orders in favour of the Company in the matter of eligibility of exemption on molasses captively consumed in Unit III and also cenvat credit availed on molasses procured from other Units. On the same issue for the subsequent period, Commissioner of Central Excise, Pondicherry has confirmed demand of ` 550.40 Lakhs with interest and a penalty of ` 10 Lakhs. The Company has preferred an appeal before CESTAT. Demand of ` 476.55 Lakhs with interest and penalty on the similar issue in Unit I is also being contested by the Company. In view of the CESTAT order referred above, the Company has not provided for these contingent liabilities in the account.
 - iii) Recompense amount payable as per Corporate Debt Restructuring (CDR) scheme as at the close of the year is ` 1,501 lakhs (` 431 Lakhs)

- b) The Government of Tamilnadu notified the State Advised Price (SAP) of ` 2,650/- per MT of sugarcane for the sugar seasons 2013-14 and 2014-15. The company has accrued and accounted the cane purchase at the rate of ` 2,350/- per MT (for the cane procured during April 2014 to September 2014) and at the rate of ` 2,400/- per MT (for the cane procured during the period October 2014 - March 2015). Since all the private mills in Tamilnadu disputing the State Government's announcement and the case is pending before the High Court of Madras. The total amount involved is ` 4,012.89 lakhs.

Pertaining to Trident Sugars Limited **31.3.2015** 31.3.2014

VAT 2006-07 (Appeal is pending before the Sales Tax Appellate Tribunal) **4.06** 4.06

- 5) The Tamilnadu Government has issued a G.O. dated 31.08.2010 as directed by the Hon'ble Madras High Court, notifying the elephant corridor in the Nilgiris District, which includes company's land of 7.83 acres in Masinagudi Village Nilgiris District. The GO has now been disputed before the Hon'ble Supreme Court by the Company in SLP (C) 16898/2011 and interim stay has been granted. The carrying value of the said land in the books is ` 35.57 lakhs.
- 6) In terms of resolutions passed at the Extraordinary General Meeting held on 10th October 2012, 11,50,000 Equity warrants were issued to Ms.Rajshree Pathy, Chairperson and Managing Director at an exercise price of ` 55.20 per warrant. In terms of the regulations, 25% of the total amount (` 158.70 lakhs) was deposited on 24th October 2012. Since Ms.Rajshree Pathy did not exercise the option, the initial amount of ` 158.70 lakhs is forfeited in April 2014. The same has been shown under reserves and surplus.
- 7) The Company has changed the method of providing depreciation and has adopted useful lives and residual value as prescribed in Schedule II of Companies Act, 2013 read with Accounting Standard 6 (AS 6) 'Depreciation Accounting'. Consequent to the above change, the charge for depreciation in respect of fixed assets held as at April 1, 2014 is lower by ` 311 Lakhs. Further carrying value of assets, where the remaining useful life of the asset was determined to be NIL as on April 1, 2014, aggregating to ` 426.92 lakhs is adjusted against the balance brought forward in General Reserve.
- 8) The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the Company is as under:
- | | 31.3.2015 | 31.3.2014 |
|--|------------------|-----------|
| Principal amount due and remaining unpaid | - | - |
| Interest due on above and the unpaid interest | - | - |
| Interest paid | - | - |
| Payment made beyond the appointed day during the year | - | - |
| Interest due and payable for the period of delay | - | - |
| Interest accrued and remaining unpaid | - | - |
| Amount of further interest remaining due and payable in succeeding years | - | - |

9) **Subsidiary Information**

Name of the Entity	Net Assets i.e. total assets minus total liabilities		Share in profit or loss	
	As % of Consolidated net assets	Amount in lakhs	As % of Consolidated profit or loss	Amount in lakhs
Parent Subsidiaries Indian: Trident Sugars Ltd	11.04%	157.43	19.67%	(1,292.10)
Foreign	-	-	-	-
Minority Interests in all subsidiaries / associates (investment as per the equity method)	-	-	-	-
Joint Venture (as per proportionate consolidation / investment as per the equity method)	-	-	-	-
Total	11.04%	157.43	19.67%	(1,292.10)

10) Transactions with Related Parties

(` in Lakhs)

Particulars	Key Managerial Personnel	Relatives of Key Managerial Personnel	Other Related Parties	Total
Remuneration paid				
Ms. Rajshree Pathy	124.89	-	-	124.89
	(123.74)	(-)	(-)	(123.74)
Mr. R. Varadarajan	65.40	-	-	65.40
	(57.24)	(-)	(-)	(57.24)
Mr. A. Sathyamurthy	56.85	-	-	56.85
	(56.82)	(-)	(-)	(56.82)
Mr. M. Ponraj	4.74	-	-	4.74
	(4.28)	(-)	(-)	(4.28)
Purchase of Goods				
Ms. Aishwarya Pathy	-	11.29	-	11.29
	(-)	(4.95)	(-)	(4.95)
Mr. Aditya Krishna Pathy	-	17.56	-	17.56
	(-)	(20.35)	(-)	(20.35)
RSCL Properties (P) Ltd	-	-	18.20	18.20
	(-)	(-)	(14.50)	(14.50)
Greenplus Manures (P) Ltd	-	-	11.88	11.88
	(-)	(-)	(15.37)	(15.37)
Rajshree Spinning Mills Ltd	-	-	13.60	13.60
	(-)	(-)	(11.89)	(11.89)
Lavik Foodworks LLP	-	-	1.90	1.90
	(-)	(-)	(-)	(-)
Sale of goods				
Lavik Foodworks LLP	-	-	413.62	413.62
	(-)	(-)	(-)	(-)
Rajshree Biosolutions LLP	-	-	16.26	16.26
	(-)	(-)	(-)	(-)
Purchase of Assets/Accessories				
CAI Industries (P) Ltd	-	-	3.88	3.88
	(-)	(-)	(2.65)	(2.65)
Rajshree Automotive (P) Ltd	-	-	0.81	0.81
	(-)	(-)	(0.54)	(0.54)
Receiving of Services				
CAI Industries (P) Ltd	-	-	1.48	1.48
	(-)	(-)	(1.25)	(1.25)
Aloha Tours & Travels (India) (P) Ltd	-	-	0.90	0.90
	(-)	(-)	(1.38)	(1.38)
Rajshree Automotive (P) Ltd	-	-	0.25	0.25
	(-)	(-)	(0.24)	(0.24)
Major Corporate Services (India) Ltd	-	-	312.43	312.43
	(-)	(-)	(201.46)	(201.46)
Finance - Advance for purchase of property				
Ms. Rajshree Pathy	-	-	-	-
	(65.00)	(-)	(-)	(65.00)
Lease rent received				
Rajshree Biosolutions LLP	-	-	29.67	29.67
	(-)	(-)	(-)	(-)
Major Corporate Services India Ltd	-	-	0.15	0.15
	(-)	(-)	(-)	(-)

10) Transactions with Related Parties

(` in Lakhs)

Particulars	Key Managerial Personnel	Relatives of Key Managerial Personnel	Other Related Parties	Total
Bio-fertiliser received for supply to farmers of the company				
Rajshree Biosolutions LLP	- (-)	- (-)	317.82 (-)	317.82 (-)
Purchase of uniform cloth materials				
Lakshmi Mills Co. Ltd	- (-)	- (-)	6.48 (-)	6.48 (-)
OUTSTANDINGS:				
Payable	535.00 (535.00)	5.33 (6.74)	117.07 (12.02)	657.40 (553.76)
Receivable	- (-)	- (-)	65.72 (11.13)	65.72 (11.13)

Note:

Names of Related parties and description of relationship:

1. Holding Companies
None
2. Fellow Subsidiaries
None
3. Associates
None
4. Key Managerial Personnel
 - i. Ms. Rajshree Pathy, Chairperson & Managing Director
 - ii. Mr. R. Varadarajan, Wholetime Director
 - iii. Mr. A. Sathyamurthy, President & Chief Financial Officer
 - iv. Mr. M. Ponraj, Company Secretary
5. Relatives of Key Managerial Personnel
 - a) Ms. Aishwarya Pathy
 - b) Mr. Aditya Krishna Pathy
6. Other Related Parties
 - a) RSCL Properties Pvt Ltd
 - b) Prana Ayurveda Coimbatore Pvt Ltd
 - c) Argead Enterprises Pvt Ltd
 - d) CAI Industries Pvt Ltd.
 - e) Rajshree Automotive Pvt Ltd.
 - f) Aloha Tours & Travels (India) Pvt Ltd
 - g) Rajshree Spinning Mills Ltd
 - h) Raj Fabrics and Accessories (Cbe) Ltd
 - i) Greenplus Manures Pvt Ltd
 - j) Major Corporate Services (India) Ltd
 - k) Lavik Foodworks LLP
 - l) Rajshree Biosolutions LLP
 - m) Lakshmi Mills Company Ltd

11) Information about segment: Primary segment - Business segments

(` in Lakhs)

	31.3.2015				31.3.2014			
	Sugar	Cogeneration	Distillery	Total	Sugar	Cogeneration	Distillery	Total
REVENUE								
External Sales	59,075.16	4,850.17	9,266.17	73,191.50	78,326.41	6,222.06	10,836.45	95,384.92
Inter-segment Sales	2,046.66	2,405.22	2.90	4,454.78	4,175.61	4,001.61	7.23	8,184.45
Total Revenue	61,121.82	7,255.39	9,269.07	77,646.28	82,502.02	10,223.67	10,843.68	103,569.37
RESULT								
Segment result	(9,208.24)	3,846.54	4,710.25	(651.45)	(5,193.00)	5,114.00	5,043.00	4,964.00
Unallocated corporate expenses				(1,613.44)				(2,067.00)
Operating Profit				(2,264.89)				2,897.00
Interest Expense				7,212.20				7,870.00
Interest Income				-				-
Income Tax/Deferred Tax				(2,909.15)				(1,536.46)
Profit from ordinary activities				(6,567.94)				(3,435.89)
Extraordinary/Exceptional Items				-				-
Net Profit /(Loss)				(6,567.94)				(3,435.89)
OTHER INFORMATION								
Segment assets	68,460.95	15,133.00	12,261.00	95,854.95	77,526.63	20,326.60	13,472.35	111,325.58
Unallocated Corporate assets				0.10				0.10
Total Assets				95,855.05				111,325.68
Segment Liabilities	80,893.76	5,985.77	7,658.95	94,538.47	85,911.70	6,196.77	8,153.94	100,262.41
Unallocated Corporate Liabilities				1.59				2.95
Total Liabilities				94,540.06				100,265.36
Capital Expenditure				242.79				1,102.30
Depreciation	1,889.49	537.73	755.88	3,183.10	1,857.48	1,253.07	735.77	3,846.32
Non-cash expenses other than depreciation	-	-	-	-	-	-	-	-

Notes:

- a. The Company has identified business segments as primary segments. The reportable business segments are based on segment results.
- b. Composition of the business segments and types of products in each of them is as under:
- i) Sugar - White Crystal Sugar
- ii) Cogeneration - Cogeneration of Electricity
- iii) Distillery - Rectified spirit, Denatured Spirit, Anhydrous Alcohol & Organic Manure
- iv) Others - Property Development
- c. Inter Segment revenues are recognised at net realisable price and are eliminated in consolidation.
- d. The Segment revenue, results, assets and liabilities include the respective amounts identifiable to each of the segments and amounts allocated on a reasonable basis.

e. Secondary Segment:

Geographical segment has been identified as secondary segment based on segment revenue	(` in Lakhs)	
		31.3.2015 31.3.2014
Domestic Sales	70,172.57	94,798.10
Export Sales including carbon credit	2,536.76	425.86
Total	<u>72,709.33</u>	<u>95,223.96</u>

12) Earnings per share

		(` in Lakhs)
		31.03.2015 31.03.2014
a) Weighted average number of equity shares of ` 10/- each outstanding at the year end	23,791,700	23,791,700
b) Profit/(Loss) before exceptional/extraordinary items & tax Basic / Diluted earnings per share of ` 10/- each	(9,477.09) (39.83)	(4,972.35) (20.89)
c) Profit/(Loss) after exceptional/extraordinary items & tax Basic / Diluted earnings per share of ` 10/- each	(6,567.95) (27.61)	(3,435.89) (14.44)

13) Previous year figures have been regrouped wherever necessary to conform to current year's classification.

As per our report of even date

For **Srikishen & Co**
Registration No. 004009 S
Chartered Accountants

K. Murali Mohan
Membership No. 14328
Auditors, Proprietor

Place: Coimbatore
Date : 27th May 2015

R. Varadarajan
Wholetime Director

A. Sathyamurthy
President & Chief Financial Officer

Rajshree Pathy
Chairperson and Managing Director

M. Ponraj
Company Secretary

(` in Lakhs)

Consolidated Cash Flow Statement for the Year ended	31.03.2015	31.03.2014
A. Cash Flow from Operating activities:		
Net Profit before taxation & extraordinary items	(9,477.09)	(4,972.35)
Adjustment for:		
Depreciation	3,183.10	3,846.32
Loss / (Profit) on sale of Fixed Assets	(1.70)	(0.50)
Loss on investments	-	-
Interest paid	7,212.20	7,869.69
Interest received	(465.40)	(108.80)
Operating profit before working capital changes	451.10	6,634.36
Adjustments for:		
Trade and other receivables	(717.15)	3,172.90
Inventories	4,220.93	(3,619.84)
Trade payables	(2,776.10)	(4,194.26)
Cash generated from Operations	1,178.78	1,993.16
Direct taxes (paid) / Refund	(28.45)	89.25
Cashflow before extraordinary items	1,150.33	2,082.41
Extraordinary items	-	-
Net cash from operating activities	1,150.33	2,082.41
B. Cash flow from investing Activities		
Purchase of Fixed Assets	(237.99)	(1,102.31)
Investment in Subsidiary company / Post office Deposit	(0.07)	-
Sale of Fixed Assets - Including compensation received on acquisition	-	0.54
Interest received	465.40	108.80
Net Cash used in Investing Activities	227.34	(992.97)
C. Cash Flow from Financing Activities		
Proceeds from issue of Share Capital	-	-
Proceeds from / (Repayment of) long term borrowings	1,697.72	13,168.19
Proceeds from / (Repayment of) short term borrowings	(4,488.22)	1,817.15
Interest paid	(7,212.20)	(7,869.69)
Dividend paid including tax on dividend	-	-
Net Cash used in Financing Activities	(10,002.69)	7,115.64
Net Increase / (Decrease) in Cash and Cash Equivalents	(8,625.02)	8,205.08
Cash and cash equivalent as at the beginning of the Year	9,162.29	957.21
Cash and cash equivalent as at the close of the Year	537.26	9,162.29

As per our report of even date

For **Srikishen & Co**
Registration No. 004009 S
Chartered Accountants

R. Varadarajan
Wholetime Director

Rajshree Pathy
Chairperson and Managing Director

K. Murali Mohan
Membership No. 14328
Auditors, Proprietor

A. Sathyamurthy
President & Chief Financial Officer

M. Ponraj
Company Secretary

Place: Coimbatore
Date : 27th May 2015


RAJSHREE
 SUGARS & CHEMICALS LTD

Regd Office: 'The Uffizi', 338/8, Avanashi Road, Peelamedu, Coimbatore 641 004.
 Tel (0422) 4226222 Fax (0422) 2577929 CIN: L01542TZ1985PLC001706
 E-Mail: rscl@rajshreesugars.com; Website: www.rajshreesugars.com

BALLOT FORM (in lieu of E-Voting)

Name and Registered Address of the Sole / First named Member	
Names of the Joint Member(s), if any	
Registered Folio No. / DP ID No. / Client ID No.	
No. of Shares held	

I/We hereby exercise my/our vote(s) in respect of the following resolutions to be passed through Ballot / e-Voting as set out in the Notice dated 27th May 2015 of the Company by conveying my/our assent (for) of dissent (against) the said Resolutions by placing the tick mark (✓) of the appropriate box below:

Item No.	Description	No. of shares	Assent (FOR)	Dissent (AGAINST)
1.	To consider and adopt the standalone Statement of Profit & Loss, Cash flow statement for the year ended 31st March 2015, the Balance Sheet as on that date, notes thereon and the report of the Board of Directors and the report of the Auditors.			
2.	To consider and adopt the Consolidated Statement of Profit & Loss, Cash flow statement for the year ended 31st March 2015, the Balance Sheet as on that date notes thereon and the report of the Auditors.			
3.	Reappointment of Mr. Raja M.J. Abdeen (DIN 00905319) as a Director			
4.	Appointment of M/s. Srikishen & Co (Registration No. 004009 S) as Auditors of the Company			
5.	Payment of Remuneration to M/s. S. Mahadevan & Co, Cost Auditors			

Place:

Date:

Signature of the Member

Notes: (i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
 (ii) Last date for receipt of Ballot form on or before 5 PM on 9th August, 2015

Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. General Instructions:

- a. There will be one Ballot Form / e-voting for every Client ID No. / Folio No. irrespective of the number of joint holders.
- b. Members have option to vote either through Ballot form or through e-voting. If a member has opted for Physical Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical ballot and e-voting, then vote cast through e-voting shall prevail and vote cast through Physical Ballot shall be considered invalid.
- c. Voting in the Ballot / e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
- d. Any query in relation to the Resolutions proposed to be passed by Ballot may be addressed to Mr.M.Ponraj, Company Secretary at the Registered Office of the company.
- e. The Scrutinizer's decision on the validity of a Ballot / E-voting shall be final and binding.

2. Instructions for voting physically by Ballot Form:

- a. A member desirous of exercising his/her Vote by Ballot may complete this Ballot Form and send it to the Scrutinizer, Mr.B.Krishnamoorthi, FCA Chartered Accountant, C/o M/s SKDC Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1 Sathy Road, Ganapathy, Coimbatore-641 006.
- b. This Form must be completed and signed by the Member, as per specimen signature registered with the Company or Depository Participant, as the case may be. In case of joint holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
- c. In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.) the completed Ballot Form should be accompanied by a certified copy of the relevant Board Resolution / appropriate authorization, with the specimen signature (s) of the authorized signatory(ies) duly attested.
- d. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on 3rd August 2015.
- e. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Ballot form. The assent or dissent received in any other form shall not be considered valid.
- f. Members are requested to fill the Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- g. Duly completed Ballot form should reach the Scrutinizer not later than the close of working hours (17.00 hours) on 9th August 2015. All Ballot forms received after this date will be strictly treated as if no reply has been received from the Member(s).
- h. A Member may request the Company for a duplicate Ballot form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.2(g) above.
- i. Members are requested not to send any other paper along with the Ballot form. They are also requested not to write anything in the Ballot form except giving their assent or dissent and putting their signature. If any such other paper is sent, the same will be destroyed by the Scrutinizer.
- j. Incomplete, unsigned or incorrectly ticked Ballot forms will be rejected.
- k. The results would be displayed on the Company's website www.rajshreesugars.com, besides communicating to the Stock Exchanges where the Company's shares are listed.

ATTENDANCE SLIP

PLEASE BRING THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF the Chamber Hall, Indian Chamber of Commerce & Industry, Avanashi Road, Coimbatore - 641 018

Name & Address of the Shareholder

SEQUENCE No. :

FOLIO / DEMAT ID :

I hereby record my presence at the ANNUAL GENERAL MEETING at the Chamber Hall, Indian Chamber of Commerce & Industry, Avanashi Road, Coimbatore - 641 018 on Monday the 10th August, 2015 at 10.00 A.M.

Signature of the Member or Proxy

No. of Shares held



Form No. MGT-11

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN	L01542TZ1985PLC001706
Name of the Company	Rajshree Sugars & Chemicals Limited
Registered Office	"The Uffizi", 338/8, Avanashi Road, Peelamedu, Coimbatore - 641 004

Name of the shareholder	
Registered address	
E-mail ID	
Folio No. / Demat ID	

I / we, being the shareholder(s) of shares of the above named company, hereby appoint :

1	Name	
	Address	
	E-mail ID	
	Signature	

or failing him

2	Name	
	Address	
	E-mail ID	
	Signature	

or failing him

3	Name	
	Address	
	E-mail ID	
	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the company, to be held on Monday the 10th August, 2015 at 10.00 am at the Chamber Hall, Indian Chamber of Commerce & Industry, Avanashi Road, Coimbatore - 641 018 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No. (✓)

1	
2	
3	
4	
5	

Signed this day of 2015.

Signature of shareholder :

Signature of Proxy holder(s) :

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Affix
Revenue
Stamp


RAJSHREE
PEOPLE PASSION PROGRESS



RESEARCH & DEVELOPMENT



CONSULTANCY SERVICES



BIO PRODUCTS

Rajshree Sugars & Chemicals Limited, *The Uffizi*, 338/8, Avanashi Road, Peelamedu, Coimbatore - 641 004. TN, India
T: +91 - 422 4226222, 2580981-82 F: +91 - 422 2577929 E: rscl@rajshreesugars.com W: www.rajshreesugars.com

CIN: L01542TZ1985PLC001706