

## Quarterly Compliance Report on Corporate Governance

**Name of the Company : THIRU AROORAN SUGARS LIMITED**

**Quarter ending on : September 30,2015**

|      | <b>Particulars</b>                                      | <b>Clause of Listing agreement</b> | <b>Compliance Status Yes/No</b> | <b>Remarks</b> |
|------|---|------------------------------------|---------------------------------|----------------|
| II   | Board of Directors                                      | 49 (II)                            |                                 |                |
|      | (A) Composition of Board                                | 49 (IIA)                           | Yes                             |                |
|      | (B) Independent Directors                               | 49 (IIB))                          | Yes                             |                |
|      | (C) Non-executive Directors' compensation & disclosures | 49(IIC)                            | Yes                             |                |
|      | (D) Other provisions as to Board and Committees         | 49 (IID)                           | Yes                             |                |
|      | (E) Code of Conduct                                     | 49 (IIE)                           | Yes                             |                |
|      | (F) Whistle Blower Policy                               | 49 (IIF)                           | Yes                             |                |
| III  | Audit Committee   | 49 (III)                           |                                 |                |
|      | (A) Qualified & Independent Audit Committee             | 49 (IIIA)                          | Yes                             |                |
|      | (B) Meeting of Audit Committee                          | 49 (IIIB)                          | Yes                             |                |
|      | (C) Powers of Audit Committee                           | 49 (IIIC)                          | Yes                             |                |
|      | (D) Role of Audit Committee                             | 49 (IIID)                          | Yes                             |                |
|      | (E) Review of Information by Audit Committee            | 49 (IIIE)                          | Yes                             |                |
| IV   | Nomination and Remuneration Committee                   | 49 (IV)                            | Yes                             |                |
| V    | Subsidiary Companies                                    | 49 (V)                             | Yes                             |                |
| VI   | Risk Management   | 49 (VI)                            | Yes                             |                |
| VII  | Related Party Transactions                              | 49 (VII)                           | Yes                             |                |
| VIII | Disclosures   | 49 (VIII)                          |                                 |                |
|      | (A) Related party transactions                          | 49 (VIIIA)                         | Yes                             |                |
|      | (B) Disclosure of Accounting Treatment                  | 49 (VIIIB)                         | N.A.                            |                |
|      | (C) Remuneration of Directors                           | 49 (VIIC)                          | Yes                             |                |
|      | (D) Management  | 49 (VIID)                          | Yes                             |                |
|      | (E) Shareholders  | 49 (VIIIE)                         | Yes                             |                |

|    | <b>Particulars</b>  | <b>Clause of Listing agreement</b> | <b>Compliance Status Yes/No</b> | <b>Remarks</b> |
|----|---|------------------------------------|---------------------------------|----------------|
|    | (F) Proceeds from public issues, rights issues, preferential issues, etc. | 49 (VIIF)                          | N.A.                            |                |
| IX | CEO/CFO Certification   | 49 (IX)                            | Yes                             |                |
| X  | Report on Corporate Governance  | 49 (X)                             | Yes                             |                |
| XI | Compliance  | 49 (XI)                            | Yes                             |                |