

National Stock Exchange of India Limited
Bandra Kurla Complex
Bandra East
Mumbai – 400 051

March 22, 2016

BSE Limited
P.J.Towers
Dalal Street
Mumbai – 400 001

Sirs

Sub: Passing of resolutions through Postal Ballot under section 110 of Companies Act, 2013 reg.

We have already informed the Stock Exchanges vide our letter dated 7th March 2016 that the company proposes to obtain shareholders' approvals, by passing of special resolutions through Postal Ballot, for;

- 1) Approving the Corporate Debt Restructuring (CDR) Scheme as approved by the CDR Cell vide their final letter of approval dated 24th March 2014.
- 2) Preferential Issue of 17,66,429 equity shares at a price of Rs.28/- each (including a premium of Rs.18/-) to Ms.Rajshree Pathy, Chairperson and Managing Director and 14,28,571 equity shares at a price of Rs.28/- each (including a premium of Rs.18/-) to M/s.RSCL Properties Private Limited. The aforesaid shares will be issued, after necessary approvals, by converting the unsecured loan of Rs.4,94,60,000/- brought-in by Ms.Rajshree Pathy and Rs.4,00,00,000/- brought in by M/s.RSCL Properties Private Limited as promoters' contribution under CDR Scheme.

In this connection, we are enclosing herewith the following documents for your reference and records:

1. Certified true copy of the extract of the circular resolutions dated 16th March 2016 passed by the Directors of the company on 22nd March 2016.
2. Calendar of events approved by the Directors, for passing resolutions through postal ballot process & e-voting.

Thanking you

For and on behalf of
RAJSHREE SUGARS & CHEMICALS LTD.


M PONRAJ
Company Secretary

Enc: As above

EXTRACTS OF THE CIRCULAR RESOLUTIONS DATED 16th MARCH 2016 PASSED ON 22nd MARCH 2016 BY THE DIRECTORS OF RAJSHREE SUGARS & CHEMICALS LIMITED, COIMBATORE

Passing of resolutions through postal ballot process

"RESOLVED that the subjects viz., (1) Approval of CDR Scheme of the Company and (b) Preferential issue of equity shares to Ms.Rajshree Pathy and M/s.RSCL Properties Pvt Ltd, the promoters of the Company to comply with CDR Scheme, are identified to be transacted through postal ballot process"

"RESOLVED FURTHER that 18th March 2016 is fixed as record / cut-off date for reckoning Voting Rights and ascertaining those Members to whom the Notice and postal ballot forms shall be sent"

"RESOLVED FURTHER to appoint Mr.B.Krishnamoorthi (Membership No.20439), Chartered Accountant, Coimbatore as Scrutinizer to conduct the e-Voting / postal ballot process in a fair and transparent manner, at a remuneration fixed by the Chairperson and Managing Director / Wholetime Director in consultation with the said the Scrutinizer."

"RESOLVED FURTHER to appoint the Central Depositories Services (India) Ltd (CDSL) or National Securities Depositories Ltd (NSDL) as agency for providing and supervising electronic platform for e-voting for the postal ballot."

"RESOLVED FURTHER that the draft Postal Ballot Notice along with explanatory statement, postal ballot form and other connected papers as circulated be and is hereby approved and that Mr.R.Varadarajan, Wholetime Director (DIN 00001738) and Mr.M.Ponraj, Company Secretary be and are hereby authorized severally to issue the same to the members of the Company."

"RESOLVED FURTHER that Mr.R.Varadarajan, Wholetime Director and Mr.M.Ponraj, Company Secretary be and are hereby authorized severally to conduct the postal ballot / e-voting process in a fair and transparent manner and to do all acts, deeds and things in connection therewith and that Mr.R.Varadarajan, Wholetime Director be and is hereby authorized to modify the said postal ballot notice, if necessary, provided that the same should be placed at the next Board meeting for ratification."

"RESOLVED FURTHER that the 'Calendar of Events for Postal Ballot Process' as circulated, be and is hereby approved."

"RESOLVED FURTHER that Ms.Rajshree Pathy, Chairperson of the Company or Mr.R.Varadarajan, Wholetime Director of the Company be and are hereby authorized severally to receive the scrutiniser's register, report on postal ballot & e-voting and other related papers with requisite details and to declare the results of voting (e-voting & postal ballot)".

-/ Certified true copy /-

For RAJSHREE SUGARS & CHEMICALS LIMITED,

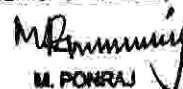

M. PONRAJ
Company Secretary

CALENDAR OF EVENTS

(For passing resolutions through postal ballot process & e-voting)

SN	Items	Date of Event
1.	Date of Consent given by the Scrutiniser to act as scrutinizer	March 16, 2016 Wednesday
2.	Date of Appointment of the Scrutiniser	-do-
3.	Effective date of passing of circular resolutions by the Directors, authorizing one of the Directors and Company Secretary to be responsible for the entire postal ballot process	-do-
4.	Cut-off date for ascertaining the list of shareholders/members to whom the notice of Postal Ballot will be sent and also for reckoning voting rights	March 18, 2016 Friday
5.	Date of Completion of dispatch of notice and Postal Ballot Forms to the members of the Company.	March 26, 2016 Saturday
6.	Release an advertisement in Newspapers giving the date of completion of dispatch	March 27, 2016 Sunday
7.	Commencement of voting by Postal Ballot (including e-voting)	-do-
8.	Last date for receiving the postal ballot forms by the Scrutiniser and closure of e-voting	April 25, 2016 Monday
9.	Preparation and submission of the Scrutiniser Report to the Chairperson	April 27, 2016 Wednesday
10.	Declaration of results of Postal Ballot and to inform to the stock exchanges and display on the website of the Company.	-do-
11.	Publication of results in the news paper	April 28, 2016 Thursday
12.	Signing of minutes by the Chairperson in which results of postal ballot is recorded	Within 30 days of declaration of results
13.	Returning the ballot papers, Register and related papers to the Company by the Scrutiniser.	After signing the minutes

For RAJSHREE SUGARS & CHEMICALS LIMITED,


M. PONRAJ
Company Secretary