

RAJSHREE SUGARS & CHEMICALS LIMITED

CIN L01542TZ1985PLC001706

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

Tel (0422) 4226222 Fax (0422) 2577929

E-Mail: rscl@rajshreesugars.com; Website: www.rajshreesugars.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013]

Dear Member(s)

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, the resolutions appended below are proposed to be passed as Special Resolutions by way of postal ballot/e-voting. The explanatory statement pertaining to the said resolutions setting out the material facts concerning the items and the reasons thereof, as required in terms of Section 102 of the Act, are annexed hereto along with a postal ballot form (the "Form") for your consideration.

The Board of Directors has appointed Mr.B.Krishnamoorthi, Chartered Accountant, Coimbatore as the Scrutinizer for conducting the postal ballot voting (including e-voting) process in a fair and transparent manner.

The Company has also extended e-voting facility for its Members. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting as an alternate for the Members to enable them cast their votes electronically.

Members are requested to read the instructions printed on the Form for voting via postal ballot/ electronic mode. The Members who opt for voting via postal ballot are requested to return the Form in original duly completed and signed in the attached self-addressed business reply envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5 pm on 10th October 2016.

The Notice of the Postal Ballot has also been uploaded on the Company's website www.rajshreesugars.com.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions in the postal ballot form and return the same duly completed in the enclosed self addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5 PM on 10th October 2016 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions given in the postal ballot form, annexed with this notice. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairperson or Wholetime Director of the Company after the completion of the scrutiny of the postal ballots (including e voting). The results shall be declared on or before 12th October 2016. The results shall be uploaded in the websites of Stock Exchanges (www.nseindia.com & www.bseindia.com), website of CDSL (www.evotingindia.com), and website of the Company (www.rajshreesugars.com) and would also be displayed on the Company's Notice Board at the Registered office.

RESOLUTIONS:

Approval to sell, transfer or otherwise dispose off the whole or substantially the whole of the undertaking(s) / entire investments / shares held in the wholly owned subsidiary Company, M/s.Trident Sugars Limited.

To consider and if thought fit, to pass the following resolutions as Special Resolutions:

"RESOLVED that pursuant to provisions Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions of the Memorandum and Articles of Association of the Company and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approvals/consents as may be necessary from the regulatory/ statutory authorities, and subject to such conditions or modifications as may be imposed or prescribed by any of the authorities approval of the Members of the Company be and is hereby accorded to sell, transfer or otherwise dispose off the whole or substantially the whole of the undertaking(s) / entire investments / shares held by the Company and its nominees in the wholly owned subsidiary Company, M/s.Trident Sugars Limited to any person / company / body corporate and/or to its nominees, at a consideration, as detailed below and on such other terms and conditions as mutually agreed between the Company and the purchasing party:

Consideration = (A+B) - (C+D)

Where: 'A' means an amount of not less than Rs.150 Crores.

'B' means the Current Assets as on the date of transfer.

'C' means the Total Debt as on the date of transfer.

'D' means the Current Liabilities as on the date of transfer.

"RESOLVED FURTHER that the Ms.Rajshree Pathy, Chairperson & Managing Director (holding DIN 00001614), Mr.R.Varadarajan, Wholetime Director (holding DIN 00001738), Mr.V.B.Gopal Krishnan, Chief Financial Officer be and are hereby authorized , severally, to do all such acts, deeds and such matters and things, as may be necessary, including finalising, varying, settle any question, remove any difficulty or doubt that may arise from time to time in relation to the above resolution and to finalise, execute, deliver and perform, share purchase agreement and such other agreements, contracts, deeds, undertaking other documents, file applications and make representations in respect thereof and seek requisite approval from the relevant authorities including Government Authorities, suitably inform and apply to the concerned Authorities, including in respect of its requirements of the Central and/ or State Government(s) and/or local authorities.

By order of the Board

Place: Coimbatore
Date: 2nd September 2016

M.PONRAJ
Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts concerning the Special Resolutions and the reasons thereof is annexed.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the close of business hours on 2nd September 2016.
3. The Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants ("DP") unless any Member has requested for a physical copy of the same. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form ("Ballot Form") through permitted mode.
4. Voting Period commences on 11th September 2016 at 9 am and ends on 10th October 2016 at 5 pm.

5. Members can opt for only one mode of voting, i.e. either by Postal Ballot Form or e-voting. However, in case Members cast their vote by Postal Ballot Form and e-voting, then voting done through e-voting shall prevail and voting done by Postal Ballot Form will be treated as invalid.
6. In case a Member has not received the Postal Ballot Form and is desirous of obtaining a duplicate Ballot Form or who has been sent this Postal Ballot Form electronically and does not want to avail e-voting facility organised by CDSL may write to the Company at the registered office of the Company or Email: info@skdc-consultants.com mentioning their folio/DP ID and Client ID No. However duly filled in and signed duplicate Ballot Form should reach the Scrutinizer not later than 10th October 2016 at 5 pm.
7. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
8. The said Special Resolution will be deemed to have been passed on 10th October 2016, being the last date for receipt of duly completed postal ballot form or e-voting, if approved, by the requisite majority as provided under the relevant provisions of the Companies Act, 2013 and the Rules made thereunder.

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

In view of the then existing adverse conditions in the Sugar Industry, the Company was advised to opt for Corporate Debt Restructuring (CDR). The Company finalised a Scheme with the Empowered Committee and entered into a Master Restructuring Agreement. The Company has also obtained the approval of the shareholders for the same.

In terms of the said CDR Scheme and the Agreement, the Company is to explore the possibilities of disposal of the wholly owned subsidiary, M/s. Trident Sugars Limited within three years from the date of the Master Restructuring Agreement and the sale proceeds are to be utilised for retiring debts of the Company.

In its efforts, the Company has been successful in identifying a few parties and also entered into a term sheet with one such party. The party who entered into the term sheet originally agreed to complete the process by 28th June 2016 and not having done that, asked for and obtained extension of time for completion of the deal by 31st October 2016.

In the meanwhile, the Company continues to identify other parties who may be also interested.

The present buyer having agreed to a purchase consideration, as detailed below, the company is also attempting to identify other prospective buyers, who may be interested in purchase the Trident Sugars Limited for the same or higher consideration:

Consideration = (A+B) - (C+D)

Where: 'A' means an amount of not less than Rs. 150 Crores.

'B' means the Current Assets as on the date of transfer.

'C' means the Total Debt as on the date of transfer.

'D' means the Current Liabilities as on the date of transfer.

In terms of the relevant provisions of the Companies Act 2013, any sale either as an Undertaking or by means of transfer of shares of a subsidiary requires the approval of the Company by means of a Special Resolution passed by the Members by means of postal ballot. Accordingly, the Resolution is placed for your consideration and consent.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions. The Board commends the Resolution as given in the Notice for approval by the Members by way of a Special Resolution.

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POSTAL BALLOT FORM

Serial No.

1.	Name and Registered Address of the Sole / First named member(s) / Beneficial Owner(s)	
2.	Name(s) of the Joint Holder(s), if any	
3.	Folio No. / DP ID* / Client ID* (*Applicable for investors holding shares in demat form)	
4.	Number of Shares held	

ELECTRONIC VOTING PARTICULARS

(Please read the e-voting instructions annexed herewith before exercising the e-vote)

EVS (Electronic Voting Sequence Number)	User ID	Password / PIN

I/We hereby exercise my/our vote(s) in respect of the following resolution/s to be passed through Postal Ballot / e-Voting as set out in the Notice of Postal Ballot of the Company dated 2nd September 2016 by conveying my/our assent (for) or dissent (against) the said Resolutions by placing the tick mark (✓) of the appropriate box below:

Description	No. of Shares held	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Special Resolution: Approval to sell, transfer or otherwise dispose off the whole or substantially the whole of the undertaking(s) / entire investments / shares held in the wholly owned subsidiary Company M/s. Trident Sugars Limited.			

Place:

Date:

Signature of the Shareholder

Note: Please read the instructions annexed herewith carefully before exercising your vote

INSTRUCTIONS

Pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), assent or dissent of the Shareholders in respect of the Resolutions contained in the Postal Ballot Notice is being sought through postal ballot process.

All the Equity Shares of the Company are presently held in physical form as well as demat form. The shareholder(s) can opt only one mode of voting, i.e. either by e-voting or postal ballot. If you are opting for e-voting, then do not vote by postal ballot and vice versa. However, in case shareholders cast their vote by postal ballot and e-voting, then voting done through e-voting will prevail and voting done through postal ballot will be treated as invalid.

INSTRUCTIONS FOR VOTING BY POSTAL BALLOT FORM

1. A member / beneficial owner desiring to exercise vote by postal ballot may complete the Postal Ballot Form and send it to the Scrutiniser in the attached self-addressed business reply envelope. Postage will be borne and paid by the company. However, envelopes containing postal ballots, if sent by courier or otherwise at the expense of the registered member/beneficial owner will also be accepted.
2. The self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the company.
3. This form should be completed and signed by the member/beneficial owner. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member/beneficial owner and in his absence, by the next named member/ beneficial owner. There will be one Postal Ballot Form for every Folio / Client ID irrespective of the number of joint holders.
4. Please note that Postal Ballot shall not be signed by the proxy.
5. Assent or dissent to the proposed resolution/s may be recorded by placing a tick mark (✓) in the appropriate column. The assent or dissent received in any other form shall not be considered valid.
6. The voting rights of Shareholders shall be in proportion to their shares in the paid up Equity Share Capital of the Company as on 2nd September 2016.
7. Incomplete, unsigned or incorrectly ticked Postal Ballot Form will be rejected.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on 10th October 2016. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the member/beneficial owner has not been received.
9. The results of the Voting by Postal Ballot will be announced by the Chairperson or Wholetime Director of the Company, on or before 12th October 2016, at the Registered Office of the Company.
10. In case of shares held by Company(ies), Trusts, Societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Authority, authorizing the signatory to execute and sign the Postal Ballot Form. Further, where the form has been signed by a representative of the President of India or Governor of State, certified copy of the nomination should accompany the Postal Ballot Form.
11. Members /beneficial owners are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope as the envelope will be sent to the Scrutinizer and any extraneous paper found in the envelope would be destroyed by the Scrutinizer. Members /beneficial owners are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and affixing their signatures.
12. A member may request for duplicate postal ballot form, if so required. However, the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified in point No.(8) above.
13. Postal Ballot form received by fax will be rejected as if reply from the shareholder has not been received unless the original postal ballot form is received within prescribed time period.
14. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
15. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written Postal Ballot Forms will be rejected.
16. There will be one Postal Ballot for every Folio/Client ID.
17. Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.

INSTRUCTIONS FOR E-VOTING

In compliance with the provisions of Clause - 44 of the Listing Regulations read with section 108 of the Companies Act 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their votes by electronic means for all the resolutions detailed in the Postal Ballot.

Notice 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.

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 10th October 2016 at 5 PM. 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 2nd September 2016 (cut-off / record date for determining the eligibility to vote through postal ballot / electronic mode).

Mr.B.Krishnamoorthi, FCA, Practicing Chartered Accountant has been appointed as the scrutinizer to ensure that the postal ballot & e-voting process is conducted in a fair and transparent manner. The Scrutinizer's Report of the votes cast in favour or against, if any, will be submitted on or before 12th October 2016 to the Chairperson or Wholetime Director of the Company. The Chairperson / Wholetime Director shall declare the results of the voting forthwith. The results declared along with the Scrutinizer's Report shall be placed on the Company's Notice Board at the registered office & Company's website and on the websites of NSE, BSE & CDSL, immediately, after the Chairperson / Wholetime Director declares the result.

The instructions for shareholders voting electronically are as under:

- 1) The voting period begins on 11th September 2016 at 9 am and ends on 10th October 2016 at 5 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date / Record date as of 2nd September 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 2) The shareholders should log on to the e-voting website www.evotingindia.com.
- 3) Click on Shareholders.
- 4) 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.
- 5) Next enter the Image Verification as displayed and Click on Login.
- 6) 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.
- 7) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) *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.
DOB	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. 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 (4).

- 8) After entering these details appropriately, click on "SUBMIT" tab.
- 9) 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 to be also 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.
- 10) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 11) Click on the EVSN for the relevant to Rajshree Sugars & Chemicals Limited.
- 12) 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.
- 13) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 14) 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.
- 15) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 16) You can also take printout of the voting done by you by clicking on "Click here to print" option on the Voting page.
- 17) 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.
- 18) Note for Non - Individual Shareholders and Custodians
 - a) 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.
 - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c) 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.
 - d) 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.
 - e) 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.
- 19) 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.