

**RAJSHREE PATHY**

6/7A, Vilankurichi Road  
Peelamedu  
Coimbatore 641 004.

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February 10, 2016

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

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

The Company Secretary  
M/s Rajshree Sugars & Chemicals Ltd.  
The Uffizi, 338/8 Avanashi Road  
Peelamedu  
Coimbatore 641 004.

Sirs

Sub: Disclosure under regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 – reg.

Please find enclosed herewith the disclosure as per Regulations 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Kindly take the same on your records.

Thanking you


Yours faithfully

  
**RAJSHREE PATHY**

Encl: Disclosure Form

**DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

|   |   |   |  |
|---|---|---|--|
| Name of the Target Company (TC)   | <b>RAJSHREE SUGARS &amp; CHEMICALS LIMITED</b>  |   |  |
| Name (s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer  | Ms. Rajshree Pathy (Acquirer / Allottee)<br>Ms. Aishwarya Pathy (PAC)<br>Mr. Aditya Krishna Pathy (PAC)<br>M/s RSCL Properties (P) Ltd. (PAC) |   |  |
| Whether the acquirer belongs to Promoter / Promoters Group  | Yes   |   |  |
| Name(s) of the Stock Exchange(s) where the shares of the TC are listed  | BSE Limited<br>National Stock Exchange of India Limited   |   |  |
| Details of acquisition / disposal as follows:   | Number  | % w.r.t. total share / voting capital wherever applicable (*) | % w.r.t. total diluted share / voting capital of the TC (**) |
| <b>Before the acquisition under consideration, holding of:</b>  |   |   |  |
| a) Shares carrying voting rights  | --  | --  | --   |
| b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking / others)  |   |   |  |
| Ms. Rajshree Pathy (Acquirer / Allottee)  | 83,70,884   | 35.18   | 35.18  |
| Ms. Aishwarya Pathy (PAC)   | 2,17,874  | 0.92  | 0.92   |
| Mr. Aditya Krishna Pathy (PAC)  | 4,73,359  | 1.99  | 1.99   |
| M/s RSCL Properties (P) Ltd. (PAC)  | 20,760  | 0.09  | 0.09   |
| c) Voting rights (VR) otherwise than by shares  | --  | --  | --   |
| d) Warrants/ convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding of each category)                 | --  | --  | --   |
| <b>e) Total (a+b+c+d)</b>   | <b>90,82,877 #</b>  | <b>38.18</b>  | <b>38.18</b>   |
| <b>Details of acquisition / sale</b>  |   |   |  |
| a) Shares carrying voting rights acquired / sold  |   |   |  |
| Ms. Rajshree Pathy (Acquirer / Allottee)  | 11,80,000   | 4.96  | 4.96   |
| Ms. Aishwarya Pathy (PAC)   | --  | --  | --   |
| Mr. Aditya Krishna Pathy (PAC)  | --  | --  | --   |
| M/s RSCL Properties (P) Ltd. (PAC)  | --  | --  | --   |
| b) VRs acquired / sold otherwise than by shares   | --  | --  | --   |
| c) Warrants/ convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding of each category) acquired / sold | --  | --  | --   |
| d) Shares encumbered / invoked / released by the acquirer   | --  | --  | --   |
| <b>e) Total (a+b+c+d)</b>   | <b>11,80,000 ##</b>   | <b>4.96</b>   | <b>4.96</b>  |



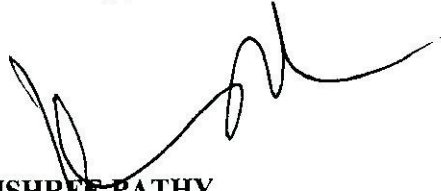
|   |   |              |              |
|---|---|--------------|--------------|
| <b>After the acquisition / sale, holding of</b>   |   |              |              |
| a) Shares carrying voting rights  |   |              |              |
| Ms. Rajshree Pathy (Acquirer / Allottee)  | 11,80,000   | 4.96         | 4.96         |
| Ms. Aishwarya Pathy (PAC)   | --  | --           | --           |
| Mr. Aditya Krishna Pathy (PAC)  | --  | --           | --           |
| M/s RSCL Properties (P) Ltd. (PAC)  | --  | --           | --           |
| b) Shares encumbered with by acquirer   |   |              |              |
| Ms. Rajshree Pathy (Acquirer / Allottee)  | 83,70,884   | 35.18        | 35.18        |
| Ms. Aishwarya Pathy (PAC)   | 2,17,874  | 0.92         | 0.92         |
| Mr. Aditya Krishna Pathy (PAC)  | 4,73,359  | 1.99         | 1.99         |
| M/s RSCL Properties (P) Ltd. (PAC)  | 20,760  | 0.09         | 0.09         |
| c) VRs otherwise than by shares   | --  | --           | --           |
| d) Warrants/ convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding of each category) acquired / sold | --  | --           | --           |
| <b>e) Total (a+b+c+d)</b>   | <b>102,62,877</b>   | <b>43.14</b> | <b>43.14</b> |
| Mode of acquisition   | Preferential allotment of equity shares by converting the unsecured loan received from the promoters as their contribution under Corporate Debt Restructuring Scheme. |              |              |
| Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable  | 10 <sup>th</sup> February 2016  |              |              |
| Equity share capital / total voting capital of the TC before the said acquisition / sale  | 2,37,91,700   |              |              |
| Equity share capital / total voting capital of the TC after the said acquisition / sale   | 2,49,71,700   |              |              |
| Total diluted share / voting capital of the TC after the said acquisition   | 2,49,71,700   |              |              |

(\*) Total share capital / voting capital to be taken as per the latest filing done by the company to the Stock Exchanges under Regulation 31(1)(b) of SEBI (LODR) Regulations 2015.

(\*\*) Diluted share / voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities / warrants into equity shares of the TC.

# Pledge has been created in respect of the entire holdings of 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 CDR lenders (State Bank of India, State Bank of Mysore, State Bank of Hyderabad, UCO Bank, Bank of India, ICICI Bank Ltd, Axis Bank Ltd and Federal Bank Ltd) of the Company, 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.

## The allotment of 11,80,000 equity shares shall also be pledged with voting rights in favour of SBICAP Trustee Company Limited, who will hold the pledge on behalf of CDR lenders. Accordingly, the entire post-issue shareholding of promoter and promoter group would be pledged.

  
**RAJSHREE PATHY**  
Signature of the acquirer

Place: Coimbatore  
Date: 10<sup>th</sup> February 2016