

March 28, 2016

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

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 and 22nd 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 a copy of the Postal Ballot Notice for your reference and records.

Thanking you

For and on behalf of
RAJSHREE SUGARS & CHEMICALS LTD.


M PONRAJ
Company Secretary

Enc: As above

RAJSHREE SUGARS & CHEMICALS LIMITED

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

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, that 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 item 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.

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility for its Members. For this purpose, the Company has made an arrangement with Central Depositories Services (India) Limited (CDSL) for facilitating e-voting as an alternate for the Members to enable them cast their votes electronically.

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 printed 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 25th April 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 27th April 2016. The results shall be uploaded in the websites of Stock Exchanges, 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:

1) Approval of Corporate Debt Restructuring (CDR) Scheme

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

“RESOLVED that the approval of the Company be and is hereby accorded for the Corporate Debt Restructuring Scheme (CDR Scheme) of the Company, as approved by the Corporate Debt Restructuring Empowered Group (CDR-EG) of Corporate Debt Restructuring Cell, Mumbai vide provisional letter of approval dated 21st March 2014 and final letter approval dated 24th March 2014.”

“RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to take all steps and to do all things and deeds to give effect to the aforesaid resolutions.”

2) Preferential issue of equity shares

To consider and, if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED that pursuant to Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any amendment to or reenactment thereof) and, subject to approvals of lenders, other parties from whom approval or consent may be needed, Government of India, Securities & Exchange Board of India (under the preferential allotment regulations and other provisions of law in force) and such other authorities, as may be required, and, subject to such conditions as may be prescribed by them while granting the approvals (which may be accepted by the Board of Directors of the Company), consent of the Company be and is hereby accorded to offer, issue and allot on preferential basis to;

- 1) Ms.Rajshree Pathy, Chairperson and Managing Director (“the first allottee”) 17,66,429 (Seventeen lakhs sixty six thousand four hundred twenty nine only) Equity shares of face value of Rs.10/- each
- 2) M/s.RSCL Properties Private Limited, (“the second allottee”) 14,28,571 (Fourteen lakhs twenty eight thousand five hundred seventy one only) Equity shares of face value of Rs.10/- each.

(the first and second allottees, hereinafter collectively referred to as ‘the allottees’)

at a price of Rs.28/- each (including premium of Rs.18/-) being a price not lower than the minimum price as specified under Chapter VII of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 for Preferential issue, on the “Relevant Date” for this purpose being 24th March 2014 (CDR Scheme approval date) and on such further terms and conditions, as may be finalized by the Board of Directors, in accordance with regulations / rules applicable to preferential allotment of the equity shares, by Government of India, Securities & Exchange Board of India (SEBI), or any other authorities, as the case may be, and/or any modification thereof and subject to the following terms and conditions.

- a) The equity shares to be allotted, shall rank pari-passu in all respects with the then existing Equity shares of the Company.
- b) The lock in period for the shares held and shares proposed to be allotted shall be as per SEBI (ICDR) Regulations 2009 which shall be as follows:
 - 1) 31,95,000 equity shares to be allotted will be subjected to lock in for a period of one year from the date of trading approval from stock exchanges.
 - 2) The entire existing shareholding of 83,70,884 equity shares of Ms.Rajshree Pathy, Chairperson and Managing Director and 20,760 equity shares of M/s.RSCL Properties Private Limited have already been pledged with SBICAP Trustee Company Limited ("the Trustee") in accordance with Corporate Debt Restructuring Scheme.
 - 3) 11,80,000 equity shares allotted to Ms.Rajshree Pathy on 10th February 2016 are in the process of lock-in and after completion of lock-in process, the said shares will also be pledged with the Trustee, as per CDR Scheme.
- c) For the purpose of giving effect to this resolution, the Board of Directors of the Company, be and is hereby authorized to offer, issue & allot the equity shares and take all such steps to enable listing of such shares in the Stock Exchanges where the shares of the company are already listed and to do all deeds, things and take action on matters, give such directions or instructions for settling any questions, doubts or difficulties which may arise with regard to the offer, issue or allotment of the said equity shares and to take appropriate actions to bring into effect the decision of the above enabling resolution.

By order of the Board

M.PONRAJ
Company Secretary

Place: Coimbatore
Date : 18th March 2016

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 18th March 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 27th March 2016 at 9.00 am and ends on 25th April 2016 at 5.00 pm.
5. Members can opt for only one mode of voting, i.e. either by Ballot Form or e-voting. However, in case Members cast their vote by Ballot Form and e-voting, then voting done through e-voting shall prevail and voting done by 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 Central Depository Services (India) Ltd 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 5.00 PM on 25th April 2016.
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 25th April, 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”)
Item No. 1 & 2**

In the light of the adverse conditions prevailing in the sugar industry, the Company opted for Corporate Debt Restructuring (CDR) under the scheme formulated by Reserve Bank of India. After going through our application, the empowered group of CDR Cell, Mumbai gave approval for a CDR Scheme in March 2014 and in accordance therewith, a Master Restructuring Agreement was also entered into with the Lenders on 27th March 2014.

In terms of the said CDR Scheme, the promoters had to bring in their contribution of Rs.12.25 crores in the form of Equity Shares. Ms.Rajshree Pathy, Chairperson & Managing Director contributed Rs.8.25 Crores and M/s RSCL Properties Private Limited contributed Rs.4 Crores. However, in the interest of speedy implementation of the CDR Scheme, the promoters brought in this money as non-interest bearing unsecured loan.

The Lenders led by State Bank of India have insisted that the Scheme provides for contribution by the promoters only in the form of Equity and not in the form of unsecured loan, even if it be non-interest bearing. Accordingly, it was decided that the amount of Rs.12.25 crores brought in will be converted into equity shares by means of preferential allotment to the promoters in accordance with the regulations governing such preferential allotment.

Since there has been a time gap between the date of execution of the Master Restructuring Agreement and the conversion of the unsecured loan into equity, it was not clear as to whether the entire amount could be converted into Equity Shares in one go or whether the promoters will have to go through the normal method by which the issue of equity shares could be made upto 5% of the equity capital each year. A clarification was sought in this regard from the Securities & Exchange Board of India (SEBI).

Pending clarification, the shareholders at the 1st Extraordinary General Meeting held on 10th February 2016 have approved by way of special resolution, the issue and allotment of 11,80,000 equity shares (upto 5% cap on paidup share capital), on preferential basis to Ms.Rajshree Pathy, at a price of Rs.28/- each (including a premium of Rs.18/-). Based on the shareholders' approval, the Board of Directors has, at its meeting held on 10th February 2016, allotted the said shares to Ms.Rajshree Pathy by converting a part of unsecured loan of Rs.3,30,40,000/- received from her.

The Deputy General Manager, Division of Corporate Restructuring, Corporation Finance Department of SEBI vide 'interpretive letter' dated 16th February 2016, issued under SEBI (Informal Guidance) Scheme, 2003 clarified that the allotment of equity shares could be made by converting the entire unsecured loan of Rs.12.25 Crores, without open offer requirements, as required under

SEBI Takeover Regulations, subject to approval of the CDR Scheme by the shareholders by way of special resolutions passed through postal ballot process.

Accordingly, the Company now proposes to obtain the approval of the members for the CDR Scheme by way of special resolutions through postal ballot and for converting the remaining amount of Rs.8,94,60,000/- of the unsecured loan into equity shares.

This issue and allotment of equity shares to the promoters will not result in inflow of any fresh funds since the money has already been received two years back, and this allotment will only result in conversion of the unsecured loan into equity.

In terms of SEBI (ICDR) Regulations 2009, the following disclosures are being made:

1. Objects of the Issue: To comply with CDR scheme.
2. The proposal of the Promoters to subscribe to the offer: The promoters propose to subscribe to the offer fully.
3. The shareholding pattern before and after the preferential issue of equity shares (considering full allotment of Equity shares):

Category of shareholders	Pre-Issue as on 10.2.2016		Post-Issue	
	No of shares	%	No. of shares	%
A Promoter and Promoter Group				
Ms.Rajshree Pathy	9550884	38.25	11317313	40.18
Aishwarya Pathy	217874	0.87	217874	0.77
Aditya Krishna Pathy	473359	1.90	473359	1.68
RSCL Properties Pvt. Ltd.	20760	0.08	1449331	5.15
Total (A)	10262877*	41.10	13457877	47.78
B Public shareholding				
Mutual Funds	8980	0.04	8980	0.03
Financial institutions/ Banks	1630	0.01	1630	0.01
Foreign institutional investors	--	--	--	--
Bodies Corporate	2030954	8.13	2030954	7.21
Individual shareholders holding nominal share capital upto Rs.2 lakhs	6546623	26.22	6546623	23.23
Individual shareholders holding nominal share capital in excess of Rs.2 lakhs	2307014	9.24	2307014	8.19
Directors & their relatives	1224559	4.90	1224559	4.35
Non Resident Indians	134995	0.54	134995	0.48
Clearing members	29679	0.12	29679	0.11
Hindu undivided families	253282	1.01	253282	0.90
NRI Directors	2141107	8.57	2141107	7.60
NRI Directors' Relatives	30000	0.12	30000	0.11
Total (B)	14708823	58.90	14708823	52.22
C Shares held by Custodians and against which Depository Receipts have been issued				
	--	--	--	--
Grand Total {A+B+C}	24971700	100.00	28166700	100.00

* 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, all the shares with voting rights held by the promoters of the Company have to be pledged with SBICAP Trustee Company Ltd, who will hold the pledge on behalf of CDR lenders, (State Bank of India, State Bank of Mysore, State Bank of Hyderabad, Bank of India, UCO Bank, ICICI Bank Ltd., Axis Bank Ltd. & Federal Bank Ltd). Accordingly, 90,82,877 equity shares from the pre-issue holding have already been pledged. The remaining 11,80,000 shares allotted on 10th February 2016 is in the process of being pledged. The 31,95,000 shares proposed to be issued and allotted to the promoters will also be pledged, after allotment.

4. The time within which the preferential issue of equity shares shall be completed:

The equity shares shall be allotted within a period of fifteen days from the date of passing of the special resolutions, subject to necessary approval/s.

5. The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee/s, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue.

a) Background of Ms.Rajshree Pathy, a subscriber to the proposed issue:

The company, promoted by Late Shri G.Varadaraj who was the inspiration for its birth, is now headed by Ms. Rajshree Pathy, as Chairperson and Managing Director of the company. She has been the driving force behind the tremendous growth of the company from one sugar unit to four integrated complexes with sugar, co-generation of power and alcohol.

The company which was incorporated in the year 1985 now has units in Varadarajnagar, Theni District, Mundiampakkam, Villupuram District and Gingee, Villupuram District, Tamilnadu and a wholly owned subsidiary at Zaheerabad, near Hyderabad, Telangana.

Ms.Rajshree Pathy has rich and varied experience in the sugar industry and has been the President of Indian Sugar Mills Association (2004-05) and served two terms as President of South Indian Sugar Mills Association, Tamilnadu (1995-1997 and 2007-2009).

She is a Commerce graduate and alumna of the Owner President Management Program of the Harvard University and was selected as one of the hundred 'Global Leaders of Tomorrow' by the World Economic Forum in 1996 and was an Eisenhower Fellow in 2000. She has been conferred with Padmashri Award in the field of Trade and Industry by the Government of India in the year 2013.

The percentage of share holding of Ms.Rajshree Pathy, post preferential issue would be 40.18% and there would be no change in the control of the Company.

b) Background of M/s.RSCL Properties Private Limited, a subscriber to the proposed issue:

RSCL Properties Private Limited (CIN U65993TZ1990PTC002687) is a Company limited by shares, registered under the Companies Act, 1956 in the year 1990. The Company is engaged in the business of real estate. Ms.Rajshree Pathy is a substantial shareholder in the said Company with equity shareholding of 99.73%.

The percentage of share capital of M/s.RSCL Properties Private Limited, post preferential issue would be 5.15% and there would be no change in the control of the Company.

After allotment, the new shares with voting rights allotted to the said promoters will be pledged with M/s.SBICAP Trustee Company Ltd as per CDR Scheme.

6. Auditor's certificate:

A certificate from the Statutory Auditors of the Company shall be obtained to the effect that the proposed issue of equity shares to the proposed allottees is in accordance with the SEBI

(ICDR) Regulations 2009 relating to preferential issues & such certificate shall be available at the Registered office of the Company for inspection by the shareholders, during business hours.

7. Key features of CDR Scheme are furnished hereunder:

1. **Term Loans: Rs.296.61 crores: Repayment of Restructured term loan (RTL) after moratorium of 18 months from cut-off date (COD : 1st October 2013) in 34 structured quarterly installments commencing from June 30, 2015 till September 30, 2023.**
2. **Working capital term loan (WCTL): Rs.63.93 crores: Repayment of WCTL after moratorium of 18 months from cut-off date in 28 structured quarterly installments commencing from June 30, 2015 till March 31, 2022.**
3. **Interest payable on term loans Sl.No. (1) above from cut-off date to 31st March 2015 converted into Funded interest term loan (FITL): Rs.48.90 crores: Repayment of FITL after moratorium of 18 months from cut-off date in 26 structured quarterly installments commencing from June 30, 2015 till September 30, 2021.**
4. **New Term Loan under Scheme for Extending Financial Assistance to Sugar Undertakings, 2014 (SEFASU) for clearing of cane arrears of the sugar season 2012-13 and for timely settlement of cane prices for the sugar season 2013-14: Rs.65.85 Crores: - Repayment after moratorium of 2 years from the date of first disbursement, in 12 quarterly installments.**
5. **Restructuring of existing working capital limits to Rs.143.07 Crores.**
6. **Rate of Interest : Linked to base rate of Monitoring Institution (SBI):**

Financial year	RTL	WCTL	FITL	WC
From COD to March 2016	11.00%	11.00%	11.00%	11.00%
From April 2016 to March 2017	12.00%	12.00%	12.00%	12.00%
From April 2017 to March 2024	12.50%	12.50%	12.50%	12.00%

Re-set of interest on TL/WCTL/FITL once in 3 years and on WC every year.

7. **Waiver of existing events of defaults, penal interest and charges etc. in accordance with Master Restructuring Agreement (MRA).**
8. **Right to recompense to CDR Lenders for the relief and sacrifice extended, subject to provisions of CDR Guidelines and MRA.**
9. **Lenders will have right to reverse the waivers / sacrifices granted under the package.**
10. **Promoters Contribution: Rs.12.25 Crores (based on 25% of the lenders sacrifice amounting to Rs.48.97 Crores) to be brought within stipulated timeframe ie. on or before executing the MRA. This has already been infused before 31st March 2014 as under:**

Ms.Rajshree Pathy - Rs.8.25 Crores
RSCL Properties Pvt Ltd - Rs.4.00 Crores

In case of financial facilities availed from the non-CDR lenders, the terms and conditions shall continue to be governed by the provisions of the existing financing documents.

Expenditure on restructuring of financial facilities has been charged off.

The company and the CDR Lenders executed the MRA on 27th March 2014. The MRA as well as the provisions of the Master Circular on Corporate Debt Restructuring issued by the Reserve Bank of India, give a right to the CDR Lenders to get a recompense of their waivers and sacrifices made as part of the CDR Proposal. The recompense payable by the borrowers is contingent on various factors including improved performance of the borrowers and many other conditions, the outcome of which currently is materially uncertain and hence the proportionate amount payable as recompense has been treated as a contingent liability.

The CDR Scheme, the MRA and other relevant documents mentioned in this notice will be available at the Registered office of the Company, for inspection of the members, during the business hours.

Except Ms. Rajshree Pathy and her relatives, 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 resolutions under item Nos. 1 & 2 of the notice for approval by the shareholders, by way of special resolutions.

RAJSHREE SUGARS & CHEMICALS LIMITED

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

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 given overleaf before exercising the e-vote)		
	EVSN (Electronic Voting Sequence Number)	USER ID
		SEQUENCE NO.

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 18th March 2016 by conveying my/our assent (for) of dissent (against) the said Resolutions by placing the tick mark (✓) in the appropriate box below:

Item No.	Description	No. of shares held	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Special Resolution: Approval of Corporate Debt Restructuring Scheme of the Company.			
2.	Special Resolution: 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 Preferential Issue of 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.			

Place:
Date:

Signature of the Shareholder

Note: Please read the instructions given overleaf 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 this Postal Ballot Form and send it to the scrutinizer 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 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 18th March 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 25th April 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 27th April 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 25th April 2016 at 5.00 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 18th March 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 27th April, 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 & website and on the website 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 27th March 2016 at 9:00 am and ends on 25th April 2016 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 / Record date as of 18th March 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 Postal Ballot Form 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.