

TO WHOMSOEVER IT MAY CONCERN

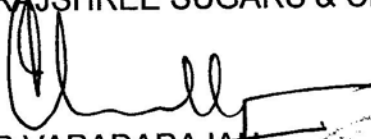
27th April 2016

Results of Voting (e-Voting & Postal ballot) in respect of business transacted through Postal Ballot Notice dated 18th March 2016 is furnished hereunder:

SN	Subject	Remarks
1.	Approval of Corporate Debt Restructuring Scheme of the company (Special Resolutions)	Resolution passed as special resolution
2.	Preferential Issue of 17,66,429 equity shares at a price of Rs.28/- each (including 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 premium of Rs.18/-) to M/s.RSCL Properties Private Limited. (Special Resolution)	Resolution passed as special resolution

A copy of the report of the Scrutinizer, Mr.B.Krishnamoorthi, Chartered Accountant dated 26th April 2016, duly countersigned by the undersigned, is enclosed.

For and on behalf of
RAJSHREE SUGARS & CHEMICALS LTD


R VARADHARAJAN
Wholetime Director



April 26, 2016

**REPORT OF SCRUTINIZER
[E-VOTING]**

[Pursuant to section 110 of the Companies Act, 2013 and rule 20 & 22 of the
Companies (Management and Administration) Rules, 2014]

To

The Chairman
Rajshree Sugars & Chemicals Limited
'The Uffizi', 338/8 Avanashi Road,
Peelamedu,
Coimbatore-641004

Dear Sir,

I, B. Krishnamoorthi, BSc, FCA Practicing Chartered Accountant, was appointed as Scrutinizer for Postal Ballot and to ascertain the requisite majority in a fair and transparent manner on the votes cast through Ballot forms received through post and E-Voting in respect of Postal Ballot carried out as per section 110 of the Companies Act, 2013 and rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 on the resolution referred to in this report.

I submit my report as under:

1. The E-Voting period remained open from 09.00 AM on Sunday 27th March, 2016 up to 05.00 PM on Monday 25th April 2016.
2. The Notice was sent to all the Members, whose names appeared in the Register of Members as on 18th March, 2016 (cut-off date), who were entitled to vote on the proposed 2 (Two) Resolution as mentioned in the Notice of the Postal Ballot dated 18th March 2016 of "Rajshree Sugars & Chemicals Limited" by email to those shareholders who had registered their email id's and by registered post to other shareholders to their registered address.
3. The Votes cast through E-Voting were unblocked on 25th April, 2016 around 05.45 pm in the presence of two witnesses, namely Mr.K.Marimuthu and Mr.R.Sasidharan, who are not in employment of the Company.
4. In terms of the mandatory provisions of Regulation 44 of SEBI (LODR) Regulations 2015, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company had provided to the shareholders, an option to send their assent or dissent in writing on a postal ballot or through electronic means. The postal ballot forms were dispatched to the shareholders along with the Notice of Postal Ballot and a self addressed Business Reply Envelope. Voting rights reckoned on the shareholding as on the above mentioned cut-off date i.e. 18th March, 2016. The last date for receipt of the physical ballot forms was on 25th April, 2016. The physical ballot forms received up to the last date stated above, were diligently scrutinized and reconciled with the records maintained by the Registrars and Share Transfer Agents of the Company viz. S.K.D.C. Consultants Limited, Coimbatore.



For RAJSHREE SUGARS & CHEMICALS LIMITED

R. VARADARAJAN
Whole Time Director.

Office : 'Kanapathy Towers' III Floor, No. 1391/A-1, Kanapathy Road, Kanapathy, Coimbatore 641 006
Phone : 0422 4039900 Fax : 0422 - 2536673 E-mail: bkccacbe@gmail.com

Resi : "Shreekara" No. 9, Right House, Rajarajeshwari Estates, Mullai Nagar, Marudhamalai Road, Coimbatore 641 041, Phone : 0422 4512371

B. Krishnamoorthi B.Sc., F.C.A.
Chartered Accountant

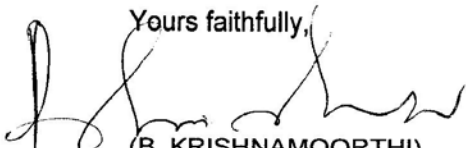
5. In tune with the Instructions contained in the instructions given for e-voting and postal ballot voting sent along with the Notice dated 18th March, 2016, in respect of members who have voted in both modes (i.e. Physical Ballot Form and through E-Voting), I have to consider only E-Voting by not reckoning the voting done through Physical Ballot Form.
6. There were 25 Ballot Forms involving 7130 shares which were incomplete and / or were otherwise defective and had been kept separately.
7. I have collated the votes received through E-Voting process and valid Physical Ballot forms (received by post / hand delivery) and the same have been furnished hereunder.

	Resolution	Mode	For			Against		
			No.of Members	No.of Votes	%	No.of Members	No.of Votes	%
1	Approval of Corporate Debt Restructuring Scheme of the Company (Special resolution)	E-Voting	14	5578	97.212	1	160	2.788
		Ballot forms recd by post	356	15575494	99.983	16	2677	0.017
		Total	370	15581072	99.982	17	2837	0.018
2	Preferential issue of 17,66,429 equity shares at a price of Rs.28/- each (including premium of Rs.18/- to Ms.Rajshree Pathy, Chairperson and Managing Director Preferential issue of 14,28,571 equity shares at a price of Rs.28/- each (including premium of Rs.18/-) to M/s RSCL Properties Private Limited. (Special resolution)	E-Voting	13	5278	91.983	2	460	8.017
		Ballot forms recd by post	324	5304261	99.869	28	6950	0.131
		Total	337	5309539	99.861	30	7410	0.139

8. All relevant records of electronic voting and ballot forms will remain in my custody until the Chairman considers, approves and signs the minutes and thereafter the said records will be handed over to the Company Secretary of Rajshree Sugars & Chemicals Limited, for safe custody.

Thanking you,

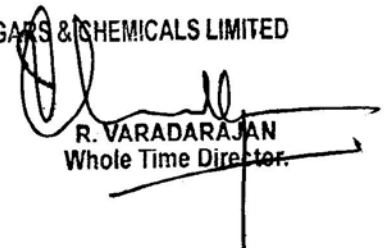
Yours faithfully,



(B. KRISHNAMOORTHI)
SCRUTINIZER

B. KRISHNAMOORTHI, F.C.A.,
Chartered Accountant
Membership No: 20439

For RAJSHREE SUGARS & CHEMICALS LIMITED



R. VARADARAJAN
Whole Time Director.

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