

October 12, 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

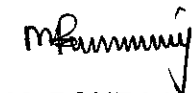
Sub : Minutes of proceedings of Postal Ballot – reg.

Please find enclosed the minutes of the proceedings relating to declaration of results of the Postal Ballot of the Company held on 11th October 2016 at 12.30 pm at the Registered Office of the Company at The Uffizi, 338/8, Avanashi Road, Peelamedu, Coimbatore 641004.

Kindly take the same on record.

Thanking you

For and on behalf of
RAJSHREE SUGARS & CHEMICALS LTD.



M. PONRAJ
Company Secretary

Enc: as above





**RAJSHREE SUGARS & CHEMICALS LIMITED
COIMBATORE**

**MINUTES OF THE PROCEEDINGS RELATING TO DECLARATION OF RESULTS
OF THE POSTAL BALLOT OF RAJSHREE SUGARS & CHEMICALS LIMITED
DECLARED ON 11th OCTOBER 2016 AT 12.30 PM AT THE REGISTERED
OFFICE OF THE COMPANY AT THE UFFIZI, 338/8, AVANASHI ROAD,
PEELAMEDU, COIMBATORE 641004.**

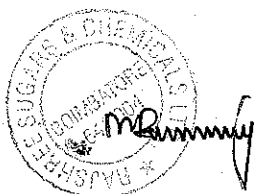
Pursuant to Section 110 of the Companies Act 2013 and rules made thereunder and SEBI Listing Regulations, 2015 the company has sent Notice of Postal Ballot dated 2nd September 2016, along with Postal Ballot Form and Business Reply Envelope, to the shareholders, seeking their approval to sell, transfer 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. The Company has also arranged for e-voting facility through Central Depository Services (India) Ltd (CDSL), in addition to Postal Ballot method of voting. The voting had commenced on 11th September 2016 at 9 AM and ended on 10th October 2016 at 5 PM.

Mr.B.Krishnamoorthi, Chartered Accountant was appointed as a Scrutiniser to conduct the postal ballot and e-voting process, in a fair and transparent manner. The Scrutiniser has submitted his report on 10th October 2016. Based on the same Ms.Rajshree Pathy, Chairperson & Managing Director had declared the results of the voting on 11th October 2016.

The resolution passed and the summary of the results of postal ballot are furnished hereunder:

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

"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.

Results of voting:

Mode	Votes FOR	Votes AGAINST	Invalid Votes	Results
E-Voting	1,91,182	1,468	--	Resolutions passed as special resolutions
Postal Ballot Form	1,75,63,552	1,059	34,416	
Total	1,77,54,734	2,527	34,416	

Ms.Rajshree Pathy, Chairperson & Managing Director of the Company has declared the resolution as having been passed as Special Resolutions.

Having declared the outcome of the Resolution, the Chairperson directed the Company Secretary to place a copy of the announcement along with the Report of the Scrutiniser in the Notice Board at the Registered Office of the Company, post it on the website of the Company, forward it to CDSL and to communicate all the Stock Exchanges where the shares of the Company are listed to enable them to post it on their respective websites.

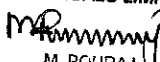
Place of recording : Coimbatore
Date of recording : 11th October 2016

Sd/x-x-x-x-
RAJSHREE PATHY
Chairperson

Place of signature: Coimbatore
Date of signature: 12th October 2016

/ CERTIFIED TRUE COPY /

For RAJSHREE SUGARS & CHEMICALS LIMITED,


M. PONRAJ
COMPANY SECRETARY
ACS Mem. No: 29858

