RAJSHREE
PEOPLE PASSION PROGRESS

September 5, 2015

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

We herewith enclose a copy of the proceedings of the Annual General Meeting of the members of the Company held on 10th August 2015.

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, *The Uffizi*, 338/8, Avanashi Road, Peelamedu, Coimbatore - 641004, TN, India.
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CIN: L01542TZ1985PLC001706

RAJSHREE

PEOPLE PASSION PROGRESS

RAJSHREE SUGARS & CHEMICALS LIMITED
COIMBATORE

MINUTES OF PROCEEDINGS OF THE 29TH ANNUAL GENERAL MEETING OF MEMBERS OF RAJSHREE SUGARS & CHEMICALS LIMITED HELD AT 10.00 AM ON MONDAY, 10TH AUGUST 2015 AT THE CHAMBER HALL, INDIAN CHAMBER OF COMMERCE & INDUSTRY, AVANASHI ROAD, COIMBATORE-641018

Directors Present

1.	Ms.Rajshree Pathy	Chairperson & Managing Director
2.	Sri. G.R.Karthikeyan	Director
3	Sri. G.S.V.Subba Rao	Director
4.	Dr. K.Mohan Naidu	Director
5.	Dr. P.Surulinarayanasami	Director
6.	Sri. Raja M.J.Abdeen	Director
7.	Sri. R.C.H.Reddy	Director
8.	Sri R.Varadarajan	Wholetime Director

In attendance

1.	Mr.M.Ponraj	Company Secretary

Presence

1.	Mr.K.Murali Mohan	Statutory Auditor
2.	Mr.B.Krishnamoorthi	Scrutinizer
3	Mr.A.Sathyamurthy	President & Chief Financial Officer

AND

182 members were present in person and one member holding 500 shares was also present through proxy.

Mr.G.S.V.Subba Rao, Chairman of Audit Committee, Mr.G.R.Karthikeyan, Chairman of Nomination and Remuneration Committee and Mr.Raja MJ Abdeen, Chairman of Stakeholders' Relationship Committee were also present at the meeting. Mr.G.Soundararajan, Secretarial Auditor and Ms.Meena Ramji, Cost Auditor were also present at the meeting.

The Register of Directors and Key Managerial Personnel and their shareholding, the Register of Contracts and Arrangements in which Directors are interested, Statutory Auditors' report, Secretarial Auditor's Report were kept open for inspection by the members at the commencement of the meeting and were accessible during the continuance of the meeting.

The requisite quorum being present, the Chairperson declared the meeting as properly constituted and called the meeting to order and the meeting commenced at 10.05 AM.

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The Chairperson introduced the Directors on the dais.

The Chairperson extended a warm welcome to all the members and others present at the meeting. She further informed that the notice of the Annual General Meeting, Annual Financial Statements, Auditors' Report, Directors' Report and annexures thereto were in the hands of the members for the statutory period. With the permission of the members present, all these were taken as read. The Chairperson then delivered her speech covering the global scenario in the sugar industry and the critical phase that it is undergoing within the country and the challenging periods ahead for the Company. She also indicated to the members present that in short term perspective, the prospects of the industry across the country looks gloomy; but, however, stated that she is optimistic of the long term future prospects.

After delivering her speech, the Chairperson informed that the Statutory Auditors' Report and the Secretarial Auditor's Report were clean reports and there are no reservations, qualifications or any adverse remarks.

The Chairperson then informed the members to offer their views on the various subjects listed in the Agenda and in particular, to seek clarifications they require on the financial performance as well as the financial statements presented.

The Chairperson further informed that to conduct the remote e-voting process and the voting through ballot papers in a fair and transparent manner, the Board of Directors have appointed Sri B.Krishnamoorthi, Chartered Accountant, Coimbatore, as the Scrutinizer. Sri B.Krishnamoorthi was present at the meeting.

After replying to the queries and comments, the Chairperson informed the members that in compliance of the statutory requirements, arrangements have been made for remote e-voting through Central Depository Services (India) Ltd. (CDSL) to facilitate that the shareholders who have not availed the remote e-voting and who are present at the meeting, facilities have been made to participate in the voting process through voting by ballot paper.

Then the Chairperson elaborated on the items of business as proposed in the Notice of the Annual General Meeting and requested the members and proxy present to cast their votes, if they have not done so through remote e-voting, by completing the ballot form and depositing it in the ballot boxes placed at the venue.

The Chairperson further informed that on receipt of the Report from the Scrutinizer, the results of the voting would be announced at the Registered Office of the Company on or before 6 PM, the 11th August 2015. The said results would also be posted in the Company's website and in the website of CDSL and also informed to the Stock Exchanges where the Company's shares are listed.

There being no further business, the meeting concluded at 10.55 AM.

Sd/x-x-x-x-x

Date of signature : 3rd September 2015
Place of signature : Coimbatore

RAJSHREE PATHY
Chairperson

PROCEEDINGS OF THE CHAIRPERSON OF THE 29TH ANNUAL GENERAL MEETING OF THE MEMBERS OF RAJSHREE SUGARS & CHEMICALS LIMITED HELD ON MONDAY, THE 10TH AUGUST 2015

The Chairperson at the 29th Annual General Meeting of the members had informed the members that on receipt of the Scrutinizer's Report, the outcome of the polling will be announced on or before 6 PM, the 11th August 2015. Accordingly, the Chairperson after having received the Scrutinizer's report has made the following announcement regarding the resolutions by e-voting / postal ballot / ballot at the Annual General Meeting.

ORDINARY BUSINESS:

1. **Standalone Statement of Profit & Loss, Cash Flow Statement for the year ended March 31, 2015, the Balance Sheet as on that date, notes thereon and the report of Board of Directors and the report of the Auditors:**

   "RESOLVED that the audited Standalone Financial Statements of the Company for the year ended 31st March 2015 including Audited Balance Sheet as on that date, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, together with the Board's Report and the Auditors' Report thereon as presented to the meeting, be and are hereby adopted."

   Results of Polling:

Mode	Votes FOR	Votes AGAINST	Invalid Votes	Result
E-voting	13592	Nil	Nil	Passed
Ballot forms received by post	11678971	Nil	Nil	
Ballot form at the AGM	1171996	250	Nil	
Total	**12864559**	**250**	**Nil**	

   The Chairperson declared the resolution as having been passed as an Ordinary Resolution.

2. **Consolidated Statement of Profit & Loss, Cash Flow Statement for the year ended March 31, 2015, the Balance Sheet as on that date, notes thereon and the report of the Auditors:**

   "RESOLVED that the audited Consolidated Financial Statements of the Company for the year ended 31st March 2015 including Audited Balance Sheet as on that date, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, together with the Auditors' Report thereon as presented to the meeting, be and are hereby adopted."

   Results of Polling:

Mode	Votes FOR	Votes AGAINST	Invalid Votes	Result
E-voting	13484	--	Nil	Passed
Ballot forms received by post	11678971	--	Nil	
Ballot form at the AGM	1172196	50	Nil	
Total	**12864651**	**50**	**Nil**	

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The Chairperson declared the resolution as having been passed as an Ordinary Resolution.

3. **Appointment of a Director in the place of Mr.Raja M.J.Abdeen (DIN 00905319), who retires by rotation and being eligible offers himself for reappointment:**

"RESOLVED that Mr.Raja M.J.Abdeen (DIN 00905319), Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Results of Polling:

Mode	Votes FOR	Votes AGAINST	Invalid Votes	Result
E-voting	13592	Nil	Nil	Passed
Ballot forms received by post	11678971	Nil	Nil	
Ballot form at the AGM	1172246	Nil	Nil	
Total	**12864809**	Nil	Nil	

The Chairperson declared the resolution as having been passed as an Ordinary Resolution.

4. **Appointment of M/s Srikishen & Co. as Auditors of the company**

"RESOLVED THAT pursuant to Section 139 and other applicable provisions of the Companies Act, 2013 and rules made thereunder and pursuant to recommendations of the Audit Committee of the Board, the Company do hereby appoint M/s. Srikishen & Co. Chartered Accountants (Registration No. 0040009S), the retiring auditors as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company on recommendation by Audit Committee."

Results of Polling:

Mode	Votes FOR	Votes AGAINST	Invalid Votes	Result
E-voting	13592	Nil	Nil	Passed
Ballot forms received by post	11678971	Nil	Nil	
Ballot form at the AGM	1172246	Nil	Nil	
Total	**12864809**	Nil	Nil	

The Chairperson declared the resolution as having been passed as an Ordinary Resolution.



SPECIAL BUSINESS:

5. **Remuneration for Cost Auditor**

"RESOLVED THAT the Company do hereby confirm and ratify in terms of Section 148 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder, the remuneration approved by the Board of Directors on the recommendation of the Audit Committee, for M/s.S.Mahadevan & Co. Cost Accountants (Firm Registration No.000007 for conducting the audit of the cost records for the products sugar, cogeneration of power and industrial alcohol of the Company for the financial year ending March 31, 2016, as set out below:"

Product	Amount (Rs. per annum)
Sugar	80,000
Co-generation of power	45,000
Industrial Alcohol	25,000

Results of Polling:

Mode	Votes FOR	Votes AGAINST	Invalid Votes	Result
E-voting	13592	Nil	Nil	Passed
Ballot forms received by post	11678971	Nil	Nil	
Ballot form at the AGM	1171996	250	Nil	
Total	**12864559**	**250**	Nil	

The Chairperson declared the resolution as having been passed as an Ordinary Resolution.

Having declared the outcome of all the Resolutions placed before the Annual General Meeting, the Chair-person directed the Company Secretary to place a copy of this announcement in the Notice Board at the Registered Office of the Company and also post it on the website of the Company and forward it to CDSL and all the Stock Exchanges where the shares of the Company are listed to enable them to post it on their respective websites.

Actual time of announcement : 3.00 PM

Place of announcement : Registered office of the company

Date of announcement : 11th August 2015

Sd/x-x-x-x-x

Date of signature : 3rd September 2015

Place of signature : Coimbatore

RAJSHREE PATHY
Chairperson