

8th September 2014

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

Bombay Stock Exchange Limited
P.J.Towers
Dalal Street
Mumbai – 400 001

Sirs

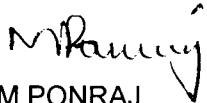
Sub: Results of e-Voting and Postal Ballot declared at the Annual General Meeting – reg.

We are enclosing herewith the results of e-Voting and Postal Ballot declared by the Chairperson of the Company at the 28th Annual General Meeting held today (8.9.2014), along with the report dated 4th September 2014 of the Scrutinizer, Mr.B.Krishnamoorthi, Chartered Accountant.

Kindly take the above information/document on your records.

Thanking you

For and on behalf of
RAJSHREE SUGARS & CHEMICALS LIMITED


M.PONRAJ
Company Secretary

Enc: As above

//TO WHOMSOEVER IT MAY CONCERN//

8th September 2014

Results of e-Voting and Postal Ballot declared at the Annual General Meeting held on 8th September 2014 at 10 am held at Chamber Hall, Indian Chamber of Commerce & Industry, Avanashi Road, Coimbatore - 641 018

SN	Subject	Remarks
1.	Adoption of Balance Sheet, Statement of Profit & Loss and Cash Flow Statement for the year ended March 31, 2014 with the Report of Board of Directors and the Report of Auditors. (Ordinary Resolutions)	Resolution passed.
2.	Appointment of Director in the place of Dr.P.Surulinarayanasami, who seeks reappointment. (Ordinary Resolutions)	Resolution passed.
3.	Appointment of Auditors. (Ordinary Resolutions)	Resolution passed.
4.	Appointment of Mr.G.R.Karthikeyan as an Independent Director. (Ordinary Resolutions)	Resolution passed.
5.	Appointment of Dr.K.Mohan Naidu as an Independent Director. (Ordinary Resolutions)	Resolution passed.
6.	Appointment of Mr.R.C.H.Reddy as an Independent Director. (Ordinary Resolutions)	Resolution passed.
7.	Appointment of Mr.G.S.V.Subba Rao as an Independent Director. (Ordinary Resolutions)	Resolution passed.
8.	Reappointment of Ms.Rajshree Pathy as Managing Director. (Special Resolutions)	Resolution passed as a Special Resolution
9.	Reappointment of Mr.R.Varadarajan as Wholetime Director. (Ordinary Resolutions)	Resolution passed.
10.	Ratification of remuneration for Cost Auditor. (Ordinary Resolutions)	Resolution passed.

For RAJSHREE SUGARS & CHEMICALS LTD

RAJSHREE PATHY
CHAIRMAN & MANAGING DIRECTOR

11.	Borrowing powers in excess of aggregate of Paid-up capital and Reserves and Surplus u/s 180 (1)(c) of the Companies Act, 2013. (Special Resolutions)	Resolution passed as a Special Resolution
12.	Power for mortgaging of assets of the Company in terms of Section 180(1)(a) of the Companies Act, 2013. (Special Resolutions)	Resolution passed as a Special Resolution
13.	Alteration of Articles of Association by substituting Article 16 with a revised Article to confirm with the provisions of the Companies Act 2013. (Special Resolutions)	Resolution passed as a Special Resolution

A copy of the report of the Scrutiniser Mr.B.Krishnamoorthi, Chartered Accountant dated 4th September 2014, is enclosed.

Thanking you

For and on behalf of
RAJSHREE SUGARS & CHEMICALS LIMITED

RAJSHREE PATHY
CHAIRPERSON & MANAGING DIRECTOR

Enc: As above



September 4, 2014

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

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the
Companies (Management and Administration) Rules, 2014]

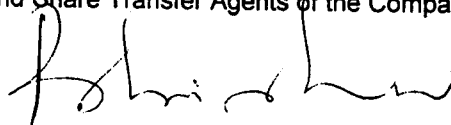
To
The Chairperson
Rajshree Sugars & Chemicals Limited
"The Uffizi" 338/8, Avanashi Road
Peelamedu
Coimbatore 641004

Dear Sir,

I, B. Krishnamoorthi, BSc, FCA Practicing Chartered Accountant, Coimbatore was appointed as Scrutinizer for the 28th (Twenty eighth) Annual General Meeting of the Equity Shareholders of "**Rajshree Sugars & Chemicals Limited**" to be held on 8th September 2014 at 10.00 am at the Chamber Hall, Indian Chamber of Commerce & Industry, Avanashi Road, Coimbatore 641018 for the purpose of scrutinizing the E-Voting Process in a fair and transparent manner and ascertaining the requisite majority on E-Voting carried out as per section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

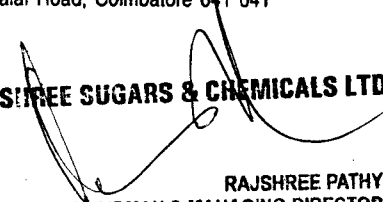
I submit my report as under:

1. The E-Voting period remained open from 09.00 AM on Monday 1st September, 2014 upto 05.00 PM on Tuesday 2nd September, 2014.
2. The Notice was sent to all the Members, whose names appeared in the Register of Members as on 1st August, 2014 (cut-off date), who were entitled to vote on the proposed 13 (Thirteen) Resolutions as mentioned in the Notice of the Annual General Meeting of "Rajshree Sugars & Chemicals Limited" (Item No.1 (One) to 13 (Thirteen) of the Notice of Annual General Meeting of Rajshree Sugars & Chemicals Limited.
3. The Votes cast through E-Voting were unblocked on 3rd September, 2014 around 11.00 AM in the presence of two witnesses, namely K. Jayakumar and R. Sasidharan, who are not in employment of the Company.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the E-Voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>).
5. In terms of the mandatory provisions of Clause 35B of the Listing Agreement entered into with the Bombay Stock Exchange Limited and National Stock Exchange of India Limited, the Company has provided to the shareholders, who do not have access to the E-Voting facility, an option to send their assent or dissent in writing on a postal ballot. The postal ballot forms were dispatched to the shareholders along with the Notice of 28th Annual General Meeting of the Company. Voting rights reckoned on the shareholding as on the above mentioned cut-off date i.e. 1st August, 2014. The last date for receipt of the postal ballot forms was on 2nd September 2014. The postal ballot forms received upto 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.



B. KRISHNAMOORTHY, F.C.A.,
Chartered Accountant
Membership No: 20430

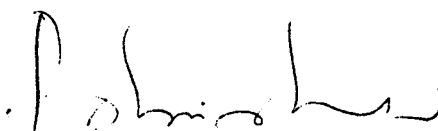
Office : 'Knapathy Towers' 3rd Floor, No.1391/A-1, Sathy Road, Ganapathy, Coimbatore 641 006
Phone : 0422 4039900 Fax : 0422 2536673 E-mail : bk@skmcoca.com
Resi. : "Shreekara" No 9, Right House, Rajarajeshwari Estates, Mullai Nagar, Maruthamalai Road, Coimbatore 641 041
Phone : 0422 4512371 Mobile : 98940 41874

For RAJSHREE SUGARS & CHEMICALS LTD

RAJSHREE PATHY
CHAIRMAN & MANAGING DIRECTOR

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

6. In tune with the Instructions contained in the instructions given for e-voting and postal ballot voting sent along with the Notice dated 2nd August, 2014, in respect of members who have voted in both modes (i.e. Postal Ballot Form and through E-Voting), I have considered only E-Voting by not reckoning the voting done through Postal Ballot Form.
7. No Ballot Form, was incomplete and/ or were otherwise defective.
8. I have collated the votes received through E-Voting and through Postal Ballot Process and the same have been furnished hereunder.

	Particulars	Mode	For			Against		
			No.of Members	No.of Votes	%	No.of Members	No.of Votes	%
1	Adoption of Financial Statements (ordinary resolution)	E-Voting	16	8379497	100.00	0	0	0.00
		Postal Ballot	38	4815281	100.00	0	0	0.00
		Total	54	13194778	100.00	0	0	0.00
2	Reappointment of Dr.P.Surulinarayanasa mi as Director (ordinary resolution)	E-Voting	14	8377277	99.97	2	2220	0.03
		Postal Ballot	38	4815281	100.00	0	0	0.00
		Total	52	13192558	99.98	2	2220	0.02
3	Appointment of Auditors (ordinary resolution)	E-Voting	14	8377277	99.97	2	2220	0.03
		Postal Ballot	38	4815281	100.00	0	0	0.00
		Total	52	13192558	99.98	2	2220	0.02
4	Appointment of Mr.G.R. Karthikeyan as an Independent Director (ordinary resolution)	E-Voting	13	8377276	99.97	3	2221	0.03
		Postal Ballot	38	4815281	100.00	0	0	0.00
		Total	51	13192557	99.98	3	2221	0.02
5	Appointment of Dr.K.Mohan Naidu as an Independent Director (ordinary resolution)	E-Voting	13	8377276	99.97	3	2221	0.03
		Postal Ballot	38	4815281	100.00	0	0	0.00
		Total	51	13192557	99.98	3	2221	0.02
6	Appointment of Mr.R.C.H.Reddy as an Independent Director (ordinary resolution)	E-Voting	14	8377277	99.97	2	2220	0.03
		Postal Ballot	38	4815281	100.00	0	0	0.00
		Total	52	13192558	99.98	2	2220	0.02
7	Appointment of Mr.G.S.V.Subba Rao as an Independent Director (ordinary resolution)	E-Voting	13	8377276	99.97	3	2221	0.03
		Postal Ballot	38	4815281	100.00	0	0	0.00
		Total	51	13192557	99.98	3	2221	0.02
8	Reappointment of Ms.Rajshree Pathy as Managing Director (special resolution)	E-Voting	13	8377276	99.97	3	2221	0.03
		Postal Ballot	38	4815281	100.00	0	0	0.00
		Total	51	13192557	99.98	3	2221	0.02



B. KRISHNAMOORTHY, F.C.A.
Chartered Accountant
Membership No: 20430

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CHAIRMAN & MANAGING DIRECTOR

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

Chartered Accountant

9	Reappointment of Mr.R.Varadarajan as Wholetime Director (ordinary resolution)	E-Voting	14	8377277	99.97	2	2220	0.03
		Postal Ballot	38	4815281	100.00	0	0	0.00
		Total	52	13192558	99.98	2	2220	0.02
10	Remuneration of Cost Auditor (ordinary resolution)	E-Voting	14	8377277	99.97	2	2220	0.03
		Postal Ballot	38	4815281	100.00	0	0	0.00
		Total	52	13192558	99.98	2	2220	0.02
11	Borrowing Powers under section 180(1)(c) of the Companies Act, 2013 (special resolution)	E-Voting	13	8377276	99.97	3	2221	0.03
		Postal Ballot	38	4815281	100.00	0	0	0.00
		Total	51	13192557	99.98	3	2221	0.02
12	Mortgage of Assets under section 180(1)(a) of the Companies Act, 2013 (special resolution)	E-Voting	13	8377276	99.97	3	2221	0.03
		Postal Ballot	38	4815281	100.00	0	0	0.00
		Total	51	13192557	99.98	3	2221	0.02
13	Alteration of Articles of Association - Same person as Chairperson and Managing Director (special resolution)	E-Voting	14	8377277	99.97	2	2220	0.03
		Postal Ballot	38	4815281	100.00	0	0	0.00
		Total	52	13192558	99.98	2	2220	0.02

9. All relevant records of electronic voting and ballot forms will remain in my custody until the Chairperson considers, approves and signs the minutes of the 28th Annual General Meeting 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

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