



SHREE RENUKA SUGARS LIMITED

Regd. Office: BC 105, Havelock Road, Camp, Belgaum - 590 001.

NOTICE OF POSTAL BALLOT

(Pursuant to Section 192A of the Companies Act, 1956)

To,
The Members,

NOTICE is hereby given that pursuant to the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, that the resolution appended below is proposed to be passed as Special Resolution by way of Postal Ballot.

In accordance with the provisions of Section 192A of the Companies Act, 1956, a listed Company may propose any resolution and in case of resolutions relating to business as are specified under Rule 4 of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, shall be passed by means of a Postal Ballot. The Company is therefore seeking your approval for passing the resolution through postal ballot process.

Special Business:

Alteration in the Objects Clause of Memorandum of Association of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 17 and other applicable provisions, if any, of the Companies Act, 1956, (hereinafter referred to as "the Act"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, read with Section 192A of the Act and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and subject to such further term(s), condition(s), amendment(s) or modification(s) as may be required or suggested by any of such appropriate authorities; which term(s), condition(s), amendment(s) or modification(s), the Board of Directors (hereinafter referred to as "the Board" which term shall include any of its duly authorized Committee or one or more Directors) is authorized to accept as it may deem fit; consent of the Members of the Company be and is hereby accorded for Alteration/Amendment of the existing Clause III B (Objects incidental or ancillary to the attainment of the main objects) of the Memorandum of Association of the Company in the following manner:

- I. by inserting the words "**including contribution to and running and managing educational institutions**" after the word "objects" appearing at the end of sub-clause 19 of Clause III B of Memorandum of Association of the Company.
- II. by insertion of the following new sub-clause 22A after the existing sub-clause 22 of Clause III B of Memorandum of Association of the Company:

22A. To provide Corporate Guarantee including Counter Guarantee by the Company to any party/person including Banks, Financial Institutions or Finance Companies for securing credit facilities obtained by any person including individuals, firms, bodies corporate including subsidiary companies, trusts, association of persons or any organization with or without any security therefor, in any form but shall not carry on the business of banking as defined under the Banking Regulation Act, 1949.

RESOLVED FURTHER THAT the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary and settle any or all questions/matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this resolution, take such further incidental and ancillary steps in this regard, as may be considered desirable or expedient by the Board in the best interests of the Company and its shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers, herein conferred, to any Committee of Directors or the Chairperson or any other Director(s) or Officer(s) of the Company to give effect to this resolution."

By Order of the Board of Directors
For **Shree Renuka Sugars Limited**

Place : Mumbai
Date : February 11, 2011

Sd/-
D. V. Iyer
Company Secretary

Registered Office:
BC 105, Havelock Road, Camp, Belgaum – 590 001.

Notes:

1. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, setting out material facts is annexed hereto.
2. The Board of Directors at its meeting held on February 11, 2011, appointed Mr. Gururaj Mutalik, Advocate, Belgaum, as Scrutinizer to receive and scrutinize the completed Postal Ballot Form, from the Members. The Postal Ballot Form and self addressed postage pre-paid duly stamped business reply envelopes are enclosed for use of Members.
3. You are requested to read carefully the instructions printed in the Postal Ballot Form and return the form duly completed with your assent (for) or dissent (against) in the attached pre-paid envelop so as to reach the Scrutinizer on or before Friday, April 8, 2011, to be eligible for being considered, failing which it will be strictly treated as if no reply has been received from the member. The Scrutinizer will submit his report to the Chairperson after completion of scrutiny and the results of the Postal Ballot will be announced on Tuesday, April 12, 2011, at 4:00 p.m. at the Registered Office of the Company, at BC 105, Havelock Road, Camp, Belgaum - 590 001.
4. All the documents referred to in the accompanying Notice and Explanatory Statement, are open for inspection at the Registered Office of the Company during office hours on all working days up to Friday, April 8, 2011.

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

Since inception, the Company has not just grown in scale and stature as a global sugar enterprise, it has progressively enhanced its knowledge and sensitivity to emerge as a socially responsible corporate citizen. Our Corporate Social Responsibility (CSR) commitment is exemplified by numerous community development projects, undertaken by the Company from time to time and our firm commitment to make an important contribution to the society at large.

Therefore, it is proposed to alter Clause 19 of the Memorandum of Association (MOA) of the Company to enable the company to make contributions to, run, sponsor and manage educational institutions as an incidental activity towards above objectives.

Further your Company, in the normal course of business, is required to provide Corporate Guarantee(s) including Counter Guarantee(s), from time to time, to various Banks, Financial Institutions, Finance Companies and other parties, etc. for securing credit facilities granted to the Company or its subsidiaries and affiliated Companies etc., and for other business purposes.

It is therefore proposed to insert a new sub-clause 22A in Clause III B of the MOA of the Company to enable the Company to provide/issue Corporate Guarantee including Counter Guarantee from time to time. The proposed alterations are incidental and ancillary to the attainment of the Main Objects of the Company and will enable the Company to carry on its business more economically and efficiently, as envisaged in Section 17 of the Companies Act, 1956.

In view of the requirements of Section 192A of the Companies Act, 1956, the proposed resolution is being placed for your approval to be passed as a Special Resolution through Postal Ballot.

The Board of Directors recommends the passing of this resolution.

None of the Directors of the Company is concerned or interested in the resolution.

By Order of the Board of Directors
For **Shree Renuka Sugars Limited**

Place : Mumbai
Date : February 11, 2011

Sd/-
D. V. Iyer
Company Secretary

Registered Office:
BC 105, Havelock Road, Camp, Belgaum – 590 001.