



**EXTRA-ORDINARY GENERAL MEETING OF
SHREE RENUKA SUGARS LIMITED HELD ON AUGUST 24, 2017**

Declaration of Results of E-voting and Poll

Pursuant to the provisions of the Companies Act, 2013, rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of voting by electronic means to the Shareholders holding shares of the Company as on the cut-off date i.e. August 17, 2017 to enable them to cast their votes electronically on the resolutions proposed in the Notice of the Extra-ordinary General Meeting ("EGM") held on August 24, 2017. The remote e-voting was open from 9.00 a.m. on August 20, 2017 and ended at 5.00 p.m. on August 23, 2017. The voting at the meeting was conducted by means of Poll to enable those shareholders to vote who did not cast their vote through remote e-voting.

The Board of Directors had appointed Mr. Gururaj Mutalik, Advocate, as the Scrutinizer for remote e-voting and poll. Accordingly, the Scrutinizer has carried out the scrutiny of all the votes received through remote e-voting and by poll at the meeting and has submitted his Consolidated Report on August 25, 2017.

The Consolidated Results as per the Scrutinizers' Report dated August 25, 2017 are as follows:

Particulars	% Votes in Favour	% Votes Against
<u>Resolution No. 1 – Special Resolution</u> Increase and alteration of the authorized share capital of the Company from Rs.185 crores (comprising of equity share capital of Rs.160 crores and preference share capital of Rs.25 crores) to Rs.2515 crores (comprising of equity share capital of Rs.290 crores and preference share capital of various classes of Rs.2225 crores); and consequent amendment to the capital clause of the Memorandum of Association of the Company	99.97	0.03
<u>Resolution No. 2 – Special Resolution</u> Issue of upto 50,00,00,000, 0.01% Compulsorily Convertible Preference Shares of Rs.16.27 per share, at par, to Wilmar Sugar Holdings Pte. Ltd.	99.97	0.03
<u>Resolution No. 3 – Special Resolution</u> Issue of upto 51,32,14,505 Equity Shares of Re.1 each at Rs.16.27 per share to the Lenders upon conversion of loans	99.97	0.03
<u>Resolution No. 4 – Special Resolution</u> Issue of upto 9,35,60,000, 0.01% Redeemable Preference Shares of Rs.100 each, at par, to the Lenders upon conversion of loans	99.97	0.03

Shree Renuka Sugars Limited

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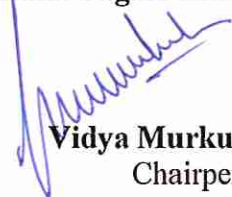




<u>Resolution No. 5 – Special Resolution</u> Issue of upto 4,50,00,000, 0.01% Optionally Convertible Preference Shares of Rs.100 each, at par, to the Lenders upon conversion of loans	99.97	0.03
<u>Resolution No. 6 – Special Resolution</u> Issue of upto 5,850, 0.01% Non Convertible Debentures of Rs.10 lac each, at par, to the Lenders upon conversion of loans	99.97	0.03
<u>Resolution No. 7 – Special Resolution</u> Issue of Global Depository Receipts and / or other Securities aggregating to Rs. 800 crores.	96.83	3.17

For Shree Renuka Sugars Limited




Vidya Murkumbi
Chairperson

Date: August 25, 2017

SHREE RENUKA SUGARS LIMITED

Agenda-wise disclosures: The following businesses were transacted at the Extra-ordinary General Meeting of the Company held on 24 August, 2017

Date of the AGM	24th August, 2017
Total number of shareholders on record date	186913
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	6
Public:	57
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	-
Public:	-

Resolution No. 1 (Special Resolution)	Increase and alteration of the authorized share capital of the Company from Rs.185 crores (comprising of equity share capital of Rs.160 crores and preference share capital of Rs.25 crores) to Rs.2515 crores (comprising of equity share capital of Rs.290 crores and preference share capital of various classes of Rs.2225 crores); and consequent amendment to the capital clause of the Memorandum of Association of the Company
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Whether promoter/ promoter group are interested in the agenda/resolution: No								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		514,834,934	100.00	514,834,934	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (not applicable)		-	-	-	-	-	-
Public- Institutions	Total		514,834,934	100.00	514,834,934	-	100.00	-
	E-Voting		24,870,509	38.63	24,737,123	133,386	99.46	0.54
	Poll	64,385,599	-	-	-	-	-	-
	Postal Ballot (not applicable)		-	-	-	-	-	-
Public- Non Institutions	Total		24,870,509	38.63	24,737,123	133,386	99.46	0.54
	E-Voting		24,722,596	6.75	24,699,986	22,610	99.91	0.09
	Poll		1,555,946	0.43	1,555,946	-	100.00	-
	Postal Ballot (not applicable)	366,026,047	-	-	-	-	-	-
Grand Total	Total		26,278,542	7.18	26,255,932	22,610	99.91	0.09
		945,246,580	565,983,985	59.88	565,827,989	155,996	99.97	0.03



Resolution No. 2 (Special Resolution)		Issue of upto 50,00,00,000, 0.01% Compulsorily Convertible Preference Shares of Rs.16.27 per share, at par, to Wilmar Sugar Holdings Pte. Ltd.									
Whether promoter/ promoter group are interested in the agenda/resolution: Yes											
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled			
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting	514,834,934	514,834,934	100.00	514,834,934	-	100.00	-			
	Poll		-	-	-	-	-	-			
	Postal Ballot (not applicable)		-	-	-	-	-	-			
	Total		514,834,934	100.00	514,834,934	-	100.00	-			
Public- Institutions	E-Voting	64,385,599	24,870,509	38.63	24,737,123	133,386	99.46	0.54			
	Poll		-	-	-	-	-	-			
	Postal Ballot (not applicable)		-	-	-	-	-	-			
	Total		24,870,509	38.63	24,737,123	133,386	99.46	0.54			
Public- Non Institutions	E-Voting	366,026,047	24,722,472	6.75	24,699,541	22,931	99.91	0.09			
	Poll		1,555,946	0.43	1,555,946	-	100.00	-			
	Postal Ballot (not applicable)		-	-	-	-	-	-			
	Total		26,278,418	7.18	26,255,487	22,931	99.91	0.09			
Grand Total		945,246,580	565,983,861	59.88	565,827,544	156,317	99.97	0.03			



Resolution No. 3 (Special Resolution)		Issue of upto 51,32,14,505 Equity Shares of Re.1 each at Rs.16.27 per share to the Lenders upon conversion of loans									
Whether promoter/ promoter group are interested in the agenda/resolution: No											
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting	514,834,934	514,834,934	100.00	514,834,934	-	100.00	-			
	Poll		-	-	-	-	-	-			
	Postal Ballot (not applicable)		-	-	-	-	-	-			
	Total		514,834,934	100.00	514,834,934	-	100.00	-			
Public- Institutions	E-Voting	64,385,599	24,870,509	38.63	24,737,123	133,386	99.46	0.54			
	Poll		-	-	-	-	-	-			
	Postal Ballot (not applicable)		-	-	-	-	-	-			
	Total		24,870,509	38.63	24,737,123	133,386	99.46	0.54			
Public- Non Institutions	E-Voting	366,026,047	24,722,596	6.75	24,699,966	22,630	99.91	0.09			
	Poll		1,555,946	0.43	1,555,946	-	100.00	-			
	Postal Ballot (not applicable)		-	-	-	-	-	-			
	Total		26,278,542	7.18	26,255,912	22,630	99.91	0.09			
Grand Total		945,246,580	565,983,985	59.88	565,827,969	156,016	99.97	0.03			



Resolution No. 4
(Special Resolution)

Issue of upto 9,35,60,000, 0.01% Redeemable Preference Shares of Rs.100 each, at par, to the Lenders upon conversion of loans

Whether promoter/ promoter group are interested in the agenda/resolution: No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	514,834,934	514,834,934	100.00	514,834,934	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (not applicable)		-	-	-	-	-	-
	Total		514,834,934	100.00	514,834,934	-	100.00	-
Public- Institutions	E-Voting	64,385,599	24,870,509	38.63	24,737,123	133,386	99.46	0.54
	Poll		-	-	-	-	-	-
	Postal Ballot (not applicable)		-	-	-	-	-	-
	Total		24,870,509	38.63	24,737,123	133,386	99.46	0.54
Public- Non Institutions	E-Voting	366,026,047	24,721,848	6.75	24,700,416	21,432	99.91	0.09
	Poll		1,555,946	0.43	1,555,946	-	100.00	-
	Postal Ballot (not applicable)		-	-	-	-	-	-
	Total		26,277,794	7.18	26,256,362	21,432	99.92	0.08
Grand Total		945,246,580	565,983,237	59.88	565,828,419	154,818	99.97	0.03



Resolution No. 5 (Special Resolution)		Issue of upto 4,50,00,000, 0.01% Optionally Convertible Preference Shares of Rs.100 each, at par, to the Lenders upon conversion of loans							
Whether promoter/ promoter group are interested in the agenda/resolution: No									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	Poll	514,834,934	514,834,934	100.00	514,834,934	-	100.00	-	-
	Postal Ballot (not applicable)		-	-	-	-	-	-	-
	Total								
Public- Institutions	E-Voting		514,834,934	100.00	514,834,934	-	100.00	-	-
	Poll	64,385,599	24,870,509	38.63	24,737,123	133,386	99.46	0.54	0.54
	Postal Ballot (not applicable)		-	-	-	-	-	-	-
	Total								
Public- Non Institutions	E-Voting		24,870,509	38.63	24,737,123	133,386	99.46	0.54	0.54
	Poll		24,721,848	6.75	24,698,816	23,032	99.91	0.09	0.09
	Postal Ballot (not applicable)		1,555,946	0.43	1,555,946	-	100.00	-	-
	Total	366,026,047							
Grand Total			26,277,794	7.18	26,254,762	23,032	99.91	0.09	0.09
		945,246,580	565,983,237	59.88	565,826,819	156,418	99.97	0.03	0.03



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Issue of upto 5,850, 0.01% Non Convertible Debentures of Rs.10 lac each, at par, to the Lenders upon conversion of loans

**Resolution No. 6
(Special Resolution)**

Whether promoter/ promoter group are interested in the agenda/resolution: No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	514,834,934	514,834,934	100.00	514,834,934	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (not applicable)		-	-	-	-	-	-
	Total		514,834,934	100.00	514,834,934	-	100.00	-
Public- Institutions	E-Voting	64,385,599	24,870,509	38.63	24,737,123	133,386	99.46	0.54
	Poll		-	-	-	-	-	-
	Postal Ballot (not applicable)		-	-	-	-	-	-
	Total		24,870,509	38.63	24,737,123	133,386	99.46	0.54
Public- Non Institutions	E-Voting	366,026,047	24,722,096	6.75	24,700,566	21,530	99.91	0.09
	Poll		1,555,946	0.43	1,555,946	-	100.00	-
	Postal Ballot (not applicable)		-	-	-	-	-	-
	Total		26,278,042	7.18	26,256,512	21,530	99.92	0.08
Grand Total		945,246,580	565,983,485	59.88	565,828,569	154,916	99.97	0.03



Resolution No. 7 (Special Resolution)	Issue of Global Depository Receipts and / or other Securities aggregating to Rs. 800 crores								
Whether promoter/ promoter group are interested in the agenda/resolution: No									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	
Promoter and Promoter Group		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	E-Voting		514,834,934	100.00	514,834,934	-	100.00	-	-
	Poll	514,834,934	-	-	-	-	-	-	-
	Postal Ballot (not applicable)								
Public- Institutions	Total		514,834,934	100.00	514,834,934	-	100.00	-	-
	E-Voting		24,870,509	38.63	6,969,889	17,900,620	28.02	71.98	
	Poll	64,385,599	-	-	-	-	-	-	-
	Postal Ballot (not applicable)								
Public- Non Institutions	Total		24,870,509	38.63	6,969,889	17,900,620	28.02	71.98	
	E-Voting		24,722,396	6.75	24,700,916	21,480	99.91	0.09	
	Poll	366,026,047	1,555,946	0.43	1,555,946	-	100.00	-	
	Postal Ballot (not applicable)								
Grand Total	Total		26,278,342	7.18	26,256,862	21,480	99.92	0.08	
		945,246,580	565,983,785	59.88	548,061,685	17,922,100	96.83	3.17	



REPORT OF SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20
of the Companies (Management and Administration) Rules, 2014]

To,
The Chairperson,
Shree Renuka Sugars Limited,
B C 105, Havelock Road,
Camp, Belgaum – 590 001.



Dear Madam,

I, Gururaj Mutalik, Advocate, Belgaum, was appointed as the Scrutinizer by the Board of Directors of the Company for the Extra-ordinary General Meeting ("EGM") of Shree Renuka Sugars Limited ("the Company") held on August 24, 2017 at The Theosophical Society Belgaum Lodge, Gogte Rangmandir Hall (School of Culture), 185, Ramghat Road, Camp, Belagavi – 590001, Karnataka at 5.00 p.m. for the purpose of scrutinizing the remote e-voting process and physical voting by ballot papers in a fair and transparent manner and also ascertaining the requisite majority for the said voting as per the provisions of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company provided to the shareholders the facility for casting their votes through remote e-voting facility provided by Karvy Computershare Private Limited ("KARVY"). The Company also provided the facility of voting by physical ballot papers at the EGM to the members who did not cast votes through remote e-voting. The shareholders of the Company holding shares as on the cut-off date of August 17, 2017, were entitled to vote through remote e-voting or at the EGM, on the proposed resolutions as set out at item nos. 1 to 7 in the Notice of the EGM of the Company.

Further to above, I have rendered scrutinizers' report separately on the remote e-voting and voting by using ballots at the Meeting; and I hereby submit consolidated scrutinizers' report pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014, on all the resolutions contained in the Notice of the aforesaid EGM:

1. The remote e-voting period remained open from 9.00 a.m. on Sunday, August 20, 2017 and ended at 5.00 p.m. on Wednesday, August 23, 2017 and the KARVY e-voting platform was blocked thereafter.
2. The Notice convening the EGM was sent to all the Members, whose names appeared in the Register of Members/Statements of beneficial ownership maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on July 21, 2017.
3. After the voting by ballot paper at the EGM, the ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
4. The locked ballot boxes were subsequently opened by me in the presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
5. The votes cast through remote e-voting were unblocked on August 24, 2017 (after the conclusion of the EGM) in the presence of two witnesses, both of whom are not in the employment of the Company.
6. Thereafter, I have scrutinized and reviewed the voting through remote e-voting at the EGM.

7. The results of the voting are as under:

- (a) **Resolution No. 1 (Special)** – Increase and alteration of the authorized share capital of the Company from Rs.185 crores (comprising of equity share capital of Rs.160 crores and preference share capital of Rs.25 crores) to Rs.2515 crores (comprising of equity share capital of Rs.290 crores and preference share capital of various classes of Rs.2225 crores); and consequent amendment to the capital clause of the Memorandum of Association of the Company:

Voting	Number of members voted through remote e-voting system and through ballot at the EGM	Number of votes cast by them	% of total number of valid votes cast
In favour	146	56,58,27,989	99.97
Against	9	1,55,996	0.03
Invalid	1	150	0.00

- (b) **Resolution No. 2 (Special)** – Issue of upto 50,00,00,000, 0.01% Compulsorily Convertible Preference Shares of Rs.16.27 per share, at par, to Wilmar Sugar Holdings Pte. Ltd.:

Voting	Number of members voted through remote e-voting system and through ballot at the EGM	Number of votes cast by them	% of total number of valid votes cast
In favour	144	56,58,27,544	99.97
Against	12	1,56,317	0.03
Invalid	1	150	0.00

- (c) **Resolution No. 3 (Special)** – Issue of upto 51,32,14,505 Equity Shares of Re.1 each at Rs.16.27 per share to the Lenders upon conversion of loans

Voting	Number of members voted through remote e-voting system and through ballot at the EGM	Number of votes cast by them	% of total number of valid votes cast
In favour	145	56,58,27,969	99.97
Against	10	1,56,016	0.03
Invalid	1	150	0.00

- (d) **Resolution No. 4 (Special)** – Issue of upto 9,35,60,000, 0.01% Redeemable Preference Shares of Rs.100 each, at par, to the Lenders upon conversion of loans

Voting	Number of members voted through remote e-voting system and through ballot at the EGM	Number of votes cast by them	% of total number of valid votes cast
In favour	143	56,58,28,419	99.97
Against	11	1,54,818	0.03
Invalid	1	150	0.00

[Handwritten Signature]



- (e) **Resolution No. 5 (Special)** – Issue of upto 4,50,00,000, 0.01% Optionally Convertible Preference Shares of Rs.100 each, at par, to the Lenders upon conversion of loans

Voting	Number of members voted through remote e-voting system and through ballot at the EGM	Number of votes cast by them	% of total number of valid votes cast
In favour	141	56,58,26,819	99.97
Against	13	1,56,418	0.03
Invalid	1	150	0.00

- (f) **Resolution No. 6 (Special)** – Issue of upto 5,850, 0.01% Non Convertible Debentures of Rs.10 lac each, at par, to the Lenders upon conversion of loans

Voting	Number of members voted through remote e-voting system and through ballot at the EGM	Number of votes cast by them	% of total number of valid votes cast
In favour	143	56,58,28,569	99.97
Against	11	1,54,916	0.03
Invalid	1	150	0.00

- (g) **Resolution No. 7 (Special)** – Issue of Global Depository Receipts and / or other Securities aggregating to Rs. 800 crores

Voting	Number of members voted through remote e-voting system and through ballot at the EGM	Number of votes cast by them	% of total number of valid votes cast
In favour	138	54,80,61,685	96.83
Against	16	1,79,22,100	3.17
Invalid	1	150	0.00

8. The Register, all other papers and relevant records relating to electronic voting and physical mode shall remain in our safe custody until the Chairperson considers, approves and signs the Minutes of the aforesaid EGM and thereafter the same will be handed over to the Company Secretary for safe keeping.

Thanking you.

Yours faithfully,

Gururaj P. Mutalik
Advocate
M.No.-KAR/1535/06

Date: August 25, 2017



For Shree Renuka Sugars Ltd.

Vidya Murkumbi
Chairperson of the EGM