



CAUTIONARY ANNOUNCEMENT

The Board of Rogers and Company Limited ('Rogers' or the 'Company') wishes to inform its shareholders and the public in general that it has today approved and is recommending to its shareholders that:

- (a) each ordinary share held by the shareholders of the Company whose names are registered in the share register of the Company at close of business on 15 December 2014, be split into two (the 'Share Split');
- (b) following the Share Split, a sum of Rs1,008,181,200 representing the capital reserves and part of the retained earnings of the Company, be capitalised and used for the distribution of 201,636,240 new ordinary shares, free of charge, to the shareholders of the Company whose names are registered in the share register of the Company at close of business on 18 December 2014; and
- (c) the said 201,636,240 new ordinary shares, ranking *pari passu* with existing shares of the Company be allotted and distributed to the said shareholders in the proportion of four (4) new ordinary shares for every one (1) ordinary share held in the Company (the 'Bonus Issue') following the Share Split.

The Bonus Issue and Share Split are subject to the approvals of:

- (a) the regulatory authority; and
- (b) the shareholders of the Company.

A Special Meeting of Shareholders of the Company ('SMS') to approve by way of ordinary resolutions the Share Split and the Bonus Issue is earmarked to be held on or about 01 December 2014. The Board has resolved that for the purposes of the SMS, the share register of the Company will be closed on 03 November 2014. Accordingly only the shareholders whose names are registered in the said share register would be entitled to attend and vote at the SMS.

The Board recommends that shareholders of the Company exercise due care when dealing in the shares of Rogers given the changes described above which are likely to impact on the Rogers shares. Further communiqués will be issued upon the approvals of the regulatory authority and the shareholders being obtained.

By Order of the Board
Aruna Radhakeesoon Collendavelloo
Company Secretary
08 October 2014

This communiqué is issued pursuant to Listing Rule 11.3 and to Rule 5 of the Securities (Disclosure Obligations of Reporting Issuers) Rules 2007.

The Board of Rogers accepts full responsibility for the accuracy of the information contained in this communiqué.

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