



BANNARI AMMAN SUGARS LIMITED

Regd. Office : 1212, Trichy Road Coimbatore - 641 018 Tamilnadu India
Phone : 91 - 422 - 2204100 Fax : 2309999 (Sales) 2204222 (Purchase) 2204233 (Accounts)
E-Mail : bascbe@bannari.com Website : www.bannari.com CIN : L15421TZ1983PLC001358

SEC/MAIL/2017

\\ BY COURIER\\

03.10.2017

The Manager Listing Department National Stock Exchange of India Ltd Exchange Plaza C-1, Block G Bundera-Kurla Complex, Bandra (E) Mumbai 400051 NSE CODE : BANARISUG ISIN No. : INE459A01010	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001 BSE CODE : 500041 ISIN No. : INE459A01010
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Dear Sirs,

Sub: Compliance of Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015.

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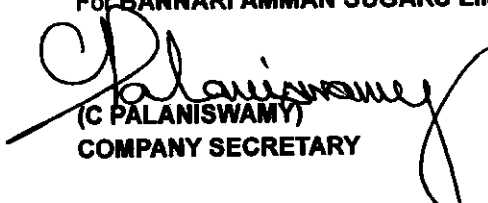
With reference to the above, we send herewith a certified copy of the minutes of the 33rd Annual General Meeting of our company held on 25.09.2017.

Kindly take it on record.

Thanking you,

Yours faithfully,

For **BANNARI AMMAN SUGARS LIMITED**


(C PALANISWAMY)
COMPANY SECRETARY

Enc:

MINUTES OF THE 33RD ANNUAL GENERAL MEETING OF BANNARI AMMAN SUGARS LIMITED HELD AT JENNEYS RESIDENCY, 2/2 AVINASHI ROAD CIVIL AERODROME POST COIMBATORE 641 014 ON MONDAY THE 25TH DAY OF SEPTEMBER, 2017 AT 4.30 P.M.

Directors Present:

- | | |
|----------------------------|---------------------|
| 1. Sri S V Balasubramaniam | - Chairman |
| 2. Sri B Saravanan | - Managing Director |
| 3. Sri A K Perumalsamy | - Director |
| 4. Sri E P Muthukumar | - Director |
| 5. Sri T Gundan | - Director |
| 6. Dr M P Vijayakumar | - Director |
| 7. Dr Radha Ramani | - Director |

Members Present:

- | | |
|--|------|
| 1. Individuals including Directors | : 41 |
| 2. Corporate Members through Representatives | : 7 |
| 3. Members Represented by proxy | : 3 |

In Attendance:

- | | |
|-------------------|---------------------|
| Sri C Palaniswamy | - Company Secretary |
|-------------------|---------------------|

In Presence:

- | | |
|----------------------|---|
| 1. Sri P R Vittel | - Partner, M/s P N Ragavendra Rao & Co., Statutory Auditors |
| 2. Sri C Thirumurthy | - Scrutiniser |
| 3. Sri M Ramprabhu | - Chief Financial Officer |

Dr M P Vijayakumar, Chairman - Audit Committee, Nomination and remuneration Committee, CSR Committee and Sri T Gundan Chairman of Stakeholders' Committee were present at the meeting.

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and other documents referred in the notice of 33rd Annual General Meeting were kept open for inspection by the members during the meeting.

Sri S V Balasubramaniam, Chairman presided over the meeting. The requisite quorum being present, the Chairman declared the meeting as properly constituted and called the meeting to order. The meeting commenced at 4.35 P.M.

Sri B Saravanan, Managing Director extended a warm welcome to the members for the 33rd Annual General Meeting.



With the consent of the members, the Notice of Annual General Meeting, the Audited Financial Statements for the year ended 31st March, 2017, Directors' Report and Annexures thereto were taken as read. The Chairman informed the members that the Statutory Auditors' Report and Secretarial Auditors' Report did not contain any qualifications or observations and with the permission of the members the said reports were taken as read.

Sri B Saravanan, Managing Director addressed the members and pointed out the operational and financial performance of the company.

Then Chairman delivered his speech, covering the world sugar industry scenario, sugarcane and sugar price in India, sugar stocks and consumption pattern etc., He also spoke about the financial performance of the company compared to the overall performance of the Indian sugar industry. He then invited the members to offer their comments.

Thereafter some of the members have spoken on the working of the company. The Chairman thanked the members for their appreciation and comments on the working of the company.

Thereafter, the Chairman stated that as per the provisions of the Companies Act, 2013 and the Rules made there under and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility to the members. The Chairman further informed that the facility of voting through ballot paper was also available at the meeting for the members who had not exercised their vote through electronic mode.

He further stated that M/s C Thirumurthy & Associates, Practicing Company Secretaries were appointed as the Scrutinizers for the e-voting and voting at this meeting in a fair and transparent manner.

The Chairman briefly read out the businesses set out in the AGM Notice and invited Sri C Thirumurthy of M/s C Thirumurthy & Associates, Scrutinizers to conduct voting and requested him to submit his report in the evening.

The Chairman further informed the members that the results of voting will be announced at the Registered Office of the company within 48 hours of the conclusion of the meeting. The said results along with the report of scrutinizers will be posted on the website of the company <http://www.bannari.com> and CDSL viz. www.cdslindia.com and also informed to the Stock Exchanges.

The members and proxies present who had not exercised their vote through electronic mode exercised their voting by ballot. On completion of voting, the meeting concluded at 5.45 PM with vote of thanks to the Chair.

RESULT OF VOTING

On 25th September, 2017 evening Sri C Thirumurthy, Scrutinizer has submitted his report on voting through remote e-voting and voting held at the Annual General Meeting to the Chairman. The Chairman has declared the results of voting on 25th September, 2017 at 8.45 PM and informed that all the resolutions



set out in the notice of 33rd Annual General Meeting were passed with requisite majority as detailed below and authorised the Company Secretary to communicate the results to the Stock Exchanges and to upload the same in the website of the company.

Ordinary Business:

Item No.1: Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors thereon (Ordinary Resolution)

"RESOLVED that the audited financial statements of the company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon as circulated to the members and presented to the meeting be and are hereby approved and adopted".

Voting details on the above resolution:

Promoter/Public	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)]X100	(4)	(5)	(6)=[(4)/(2)]X100	(7)=[(5)/(2)]X100
Promoter and Promoter group	7360276	7360276	100	7360276	0	100	0
Public - Institutional holders	24977	18025	72.17	18025	0	100	0
Public - Others	5154447	48987	0.95	48987	0	100	0
Total	12539700	7427288	59.23	7427288	0	100	0

The above ordinary resolution was passed with requisite majority.

Item No.2: Declaration of Dividend on Equity Shares (Ordinary Resolution)

"RESOLVED that a dividend at the rate of Rs.12.50 per share on 1,25,39,700 equity shares of Rs.10/- each as recommended by the Board of Directors be and is hereby declared for the year ended March 31, 2017 and that the same be paid to the members whose names appeared in the Register of Members of the company as on September 25, 2017 and in the Register of beneficial owners maintained by the depositories as on September 15, 2017".

Voting details on the above resolution:



Promoter/Public	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)]X100	(4)	(5)	(6)=[(4)/(2)]X100	(7)=[(5)/(2)]X100
Promoter and Promoter group	7360276	7360276	100	7360276	0	100	0
Public – Institutional holders	24977	18025	72.17	18025	0	100	0
Public - Others	5154447	48987	0.95	48987	0	100	0
Total	12539700	7427288	59.23	7427288	0	100	0

The above ordinary resolution was passed with requisite majority.

Item No.3: Appointment of Director in the place of Sri S V Balasubramaniam who retires by rotation and being eligible offers himself for re-appointment (Ordinary Resolution)

"RESOLVED that Sri S V Balasubramaniam (DIN:00002405) who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as Director of the Company".

Voting details on the above resolution:

Promoter/Public	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)]X100	(4)	(5)	(6)=[(4)/(2)]X100	(7)=[(5)/(2)]X100
Promoter and Promoter group	7360276	7360276	100	7360276	0	100	0
Public – Institutional holders	24977	18025	72.17	18025	0	100	0
Public - Others	5154447	48987	0.95	48987	0	100	0
Total	12539700	7427288	59.23	7427288	0	100	0

The above ordinary resolution was passed with requisite majority.

Item No.4: Appointment of Auditors (Ordinary Resolution)

"RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions if any of the Companies Act 2013 read with Companies (Audit and



Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee of the Board, M/s P K Nagarajan & Co., Chartered Accountants [Firm Registration Number 016676S] Coimbatore be and are hereby appointed as Auditors of the Company in place of retiring auditors M/s P N Raghavendra Rao & Co, Chartered Accountants [Firm Registration No.003328S] to hold office for a period of five years from the conclusion of this Annual General Meeting till the conclusion of 38th Annual General Meeting of the company subject to ratification by the members [if required] at every Annual General Meeting".

"FURTHER RESOLVED that the Board of Directors be and is hereby authorised to fix the remuneration payable to Auditors on the recommendation of Audit Committee each year".

Voting details on the above resolution:

Promoter/Public	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)]X100	(4)	(5)	(6)=[(4)/(2)]X100	(7)=[(5)/(2)]X100
Promoter and Promoter group	7360276	7360276	100	7360276	0	100.00	0
Public - Institutional holders	24977	18025	72.17	17998	27	99.85	0.15
Public - Others	5154447	48987	0.95	48987	0	100	0
Total	12539700	7427288	59.23	7427261	27	100	0

The above ordinary resolution was passed with requisite majority.

Item No.5: Ratification of Remuneration payable to Cost Auditor (Ordinary Resolution)

"RESOLVED that pursuant to Section 148 and other applicable provisions if any of the Companies Act 2013 and the Rules made there under and pursuant to the recommendations of the Audit Committee of the Board the remuneration of Rs.2,00,000/- (Rupees two lakhs only) (plus service tax and out of pocket expenses if any for the purpose of audit) payable to Sri M Nagarajan (Membership No.F-6384) Cost Accountant as approved by the Board of Directors for conducting the audit of cost accounting records of the company for the financial year ending 31st March 2018 be and is hereby ratified and confirmed".

Voting details on the above resolution:



BANNARI AMMAN SUGARS LIMITED

Promoter/Public	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)]X100	(4)	(5)	(6)=[(4)/(2)]X100	(7)=[(5)/(2)]X100
Promoter and Promoter group	7360276	7360276	100	7360276	0	100	0
Public - Institutional holders	24977	18025	72.17	18025	0	100	0
Public - Others	5154447	48987	0.95	48987	0	100	0
Total	12539700	7427288	59.23	7427288	0	100	0

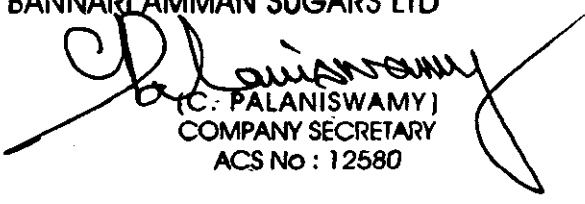
The above ordinary resolution was passed with requisite majority.

Place: Coimbatore
Date: 27.9.2017

sd/-
(S V BALASUBRAMANIAM)
CHAIRMAN
DIN : 00002405

CERTIFIED TRUE COPY

For BANNARI AMMAN SUGARS LTD


(C. PALANISWAMY)
COMPANY SECRETARY
ACS No : 12580