



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 /2025

22.09.2025

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

Dear Sirs,

Sub: Appointment of Woman Non-Executive Independent Director - Postal Ballot Notice under Section 110 of the Companies Act, 2013 - Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Ref: Our letter dated 29.08.2025

Further to our letter cited under reference, we enclose a copy of Postal Ballot Notice dated 29.08.2025 together with a statement which is being sent to the members of the company seeking their approval for the below mentioned Special Resolution.

Sl. No	Description of the Resolution
1	Appointment of Smt. Sowmya Sitaram (DIN: 11254035) as a "Non-Executive Woman Independent Director" of the company for a term of five consecutive years from 11 th September, 2025 to 10 th September, 2030.

In terms of Section 108 and 110 and other applicable provisions if any of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") with various circulars issued by the Ministry of Corporate Affairs and Regulation 44 of the Listing Regulations, the company is sending this notice only in electronic form to those members whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on Friday, September 19, 2025 ("Cut-Off Date") and whose e-mail address are registered with the company/Registrar and Transfer Agents/Depositories.

The Company has engaged the services of Central Depository Service (India) Limited ("CDSL") as the agency to provide remote e-voting facility to its members. The remote e-voting period commences on Wednesday, the 24th September, 2025 at 9.00 A.M (IST) and concludes on Thursday the 23rd October, 2025 at 5.00 P.M (IST). The voting module shall be disabled by CDSL immediately thereafter.

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The remote e-voting results will be declared on or before Saturday, the 25th October, 2025 (5.00 P.M). The results of the e-voting and the Scrutinizer's report will be placed on the website of the company www.bannari.com and will also be communicated to National Stock Exchange of India Limited and BSE Limited.

The Postal Ballot Notice will also be available on the company's website www.bannari.com and the website of CDSL <https://www.evotingindia.com>

We request you to take the above information on record.

Thanking you,

Yours faithfully,
For BANNARI AMMAN SUGARS LIMITED

(C PALANISWAMY)
COMPANY SECRETARY/COMPLIANCE OFFICER

Encl:



BANNARI AMMAN SUGARS LIMITED

Registered Office: 1212, Trichy Road, Coimbatore - 641 018 Phone: 0422 - 2204100
E-mail: shares@bannari.com CIN: L15421TZ1983PLC001358

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company,

NOTICE is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 ("**Act**") and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**"), that Special Resolutions seeking approval of the members of Bannari Amman Sugars Limited ("the company") for the appointment of Smt. Sowmya Sitaram (DIN:11254035) as a Women Independent Director for a term of five consecutive years, are proposed to be passed through Postal Ballot only by voting through electronic means ("remote e-voting").

In compliance with the aforesaid MCA circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Cameo Corporate Services Limited, the Registrar and Share Transfer Agent/Depositories as on **Friday the 19th September, 2025 ("Cut-Off Date")**. Accordingly, physical copy of the Notice along with Postal Ballot Form and prepaid business reply envelope are not being sent to the members for this Postal Ballot. The communication of assent or dissent of the members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the notes to receive this Postal Ballot Notice. The Notice also available on the website of the company at www.bannari.com

The Statement, pursuant to the provisions of Section 102, 110 and other applicable provisions if any of the Act read with the application Rules, pertaining to the Special Resolutions, setting out all material facts and reasons, thereof, is attached to this Postal Ballot Notice.

The Board of Directors has appointed Sri K Radhakrishnan (FCS No.12236 CP No.16911) Practicing Company Secretary, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences on Wednesday, the 24th September, 2025 at 9.00 A.M (IST) and concludes on Thursday the 23rd October, 2025 at 5.00 P.M (IST).

The Scrutinizer will submit his report to the Chairman of the company or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before 5.00 P.M (IST) Saturday, the 25th October, 2025.

The said results along with the Scrutinizer's Report would be intimated to National Stock Exchange of India Limited and BSE Limited. The results will also be uploaded on the company's website www.bannari.com.

SPECIAL BUSINESS

Appointment of Smt Sowmya Sitaram (DIN: 11254035) as a Director under the category of "Non-Executive Woman Independent Director" for a term of five consecutive years

To consider and if thought fit, to pass the following resolutions as Special Resolutions:

RESOLVED that Smt. Sowmya Sitaram (DIN: 11254035), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 11th September, 2025, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 ("the Act"), who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

FURTHER RESOLVED that in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions if any of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the appointment of Smt. Sowmya Sitaram (DIN: 11254035), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible

for appointment as a Non-Executive Woman Independent Director of the Company for a term of five consecutive years commencing from 11th September, 2025 to 10th September, 2030 and who would not be liable to retire by rotation, be and is hereby approved.

FURTHER RESOLVED that the Board of Directors and the Company Secretary and Compliance Officer of the company be and are hereby severally authorized to do all such acts and take all steps as may be necessary, proper or expedient to give effect to this resolution.

Coimbatore
29.08.2025

By Order of the Board
C PALANISWAMY
Company Secretary

NOTES:

Explanatory Statement and Details of Director seeking appointment

1. The Explanatory Statement pursuant to the provisions of Section 102(1) of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Secretarial Standard – 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India setting out material facts relating to the proposed resolution is annexed hereto and forms part of this Notice.
2. Brief profile and other requisite details about the appointment/re-appointment of Director pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India is also annexed to this Notice.

Electronic Copy of Notice

3. The Notice will also be placed on the website of the Company at www.bannari.com. The Notice can also be accessed from the website of the Stock Exchange i.e., National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com.
4. The Company is sending this Notice in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members/List of Beneficial Owners as received from our RTA M/s Cameo Corporate Service as on **Friday, September 19, 2025 ('Cut-Off Date')**. Those Members who have not yet registered their e-mail addresses are requested to register their e-mail addresses with the RTA/concerned Depository Participant.

5. After dispatch of Notice of Postal Ballot through e-mail, advertisement shall be published in one English Daily Newspaper having nation wide circulation and one in Tamil Newspaper having wide circulation in the district where the Registered Office of the Company is situated and will also be uploaded under the "Investor Information" section of the Company's website at www.bannari.com.

Scrutinizer

6. The Board of Directors of the Company at its Meeting held on August 28, 2025, appointed Sri K Radhakrishnan, Practicing Company Secretary (FCS No: 11236 CP No: 16911) to act as the Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner.
7. The Scrutinizer will submit his report to Chairman or any other person authorized by Chairman, after completion of scrutiny of the e-voting, and the results of the Postal Ballot will be announced by the Chairman or any other person authorized by him at the Registered Office of the Company within 2 (two) working days of the conclusion of the Postal Ballot and will be displayed on the Company's website at www.bannari.com. The results will simultaneously be communicated to the Stock Exchanges i.e., National Stock Exchange of India Limited at www.nseindia.com and BSE limited at www.bseindia.com. The Scrutinizer's decision on the validity of the votes cast shall be final.

Authorised Representative

8. Corporate/Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send legible scanned certified true copy (in PDF format) of its Board or Governing Board Resolution/Power of Attorney/Authorisation etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to radhakrishnanpcs@gmail.com with a copy marked to shares@bannari.com and may also upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document should be in "Corporate Name"

Remote e-voting

9. In compliance with the provisions of Section 108 and 110 of the Act, read with Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations and SS-2, the Company is providing e-voting facility to its Members, to enable them to cast their votes electronically. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-Off Date. A person who is not a Member of the Company as on the Cut-Off Date should treat this Notice for information purpose only. The detailed procedure with respect to e-voting is mentioned in Note no. 16 of this Notice.

10. The e-voting shall commence on September 24, 2025 at 9:00 a.m. (IST) and shall end on October 23, 2025 at 5:00 p.m. (IST). The e-voting facility will be disabled by CDSL immediately thereafter and the Members will not be allowed to cast their vote beyond the said date and time. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

Inspection of Documents

11. All the documents relating to appointment and remuneration will be available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents can send an email to shares@bannari.com.

Reach to CDSL for queries/grievances

12. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Resolution passed through e-voting:

13. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for e-voting and as if it has been passed at a General Meeting of the Members conveyed in that behalf.

General Information for Members:

14. The formats for Nomination and Updation of KYC details in accordance with the SEBI Circular are available on the online investor portal at the link <https://www.wisdom.cameoindia.com> and under "Investor Information" section of the Company's website at the link <https://www.bannari.com/InvestorInformation.html>.
15. In order to increase the efficiency of the voting process and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020, demat account holders are being provided a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Individual Demat account holders would be able to cast their vote without having to register again with the e-voting service providers, thereby not only facilitating seamless authentication but also for ease and convenience of participating in the e-voting process.

16. Procedure for E-Voting:

- I. Login method for Individual Members holding securities in demat mode is given below:

Type of Member	Login Method
Individual Members holding securities in demat mode with CDSL	<p>Users who have registered for CDSL Easi/Easiest facility</p> <ul style="list-style-type: none">a) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tabb) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tabc) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.d) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.e) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	<p>Users who have registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> a) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. b) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp click on "e-voting link displayed alongside Company's Name" and you will be redirected to CDSL website for casting the vote during the remote e-voting period. c) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period d) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of Member	Login Method
Individual Shareholder login through their demat accounts/websites of Depository Participants ("DP")	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period

II. Physical and non-individual shareholders holding shares in demat mode :

- i. The shareholders should log on to the e-voting website www.evotingindia.com.
- ii. Click on "Shareholders" module.
- iii. Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id /folio number in the Dividend Bank details field as mentioned in instruction.</p>

- vii. After entering these details appropriately, click on "SUBMIT" tab
- viii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the Electronic Voting Sequence Number (EVSN) relevant for "BANNARI AMMAN SUGARS LIMITED" on which you choose to vote.
- xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

xviii. Note for Non - Individual Shareholders and Custodians:

- ❖ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- ❖ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- ❖ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- ❖ The list of accounts linked in the login will be mapped automatically & can be de-link in case of any wrong mapping.
- ❖ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- ❖ Alternatively non-individual shareholders are required to send the relevant Board Resolution/Authority Letter etc., together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the company at the e-mail address viz., secretary@bannari.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system to the scrutinizer to verify the same.

III , Shareholders whose Email addresses are not Registered with the Depositories / RTA.

- i. For Physical shareholders, please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) by email to Company/RTA email id.
- ii. For Demat shareholders, Please update your email Id & mobile no. with your respective Depository Participant (DP)
- iii. For individual demat shareholders - Please update your email Id and mobile no. with your respective (DP) which is mandatory while e- voting & joining virtual meetings through Depository.
- iv. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact at toll free No.1800 22 55 33.

SCRUTINIZER AND RESULTS

1. Mr. K Radhakrishnan, Practicing Company Secretary (FCS No: 11236 CP No: 16911), have been appointed as the Scrutinizer to Scrutinize the e-voting process in a fair and transparent manner.
2. The Scrutinizer will submit his report to the Chairman of the company or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before 5.00 P.M (IST) Saturday, the 25th October, 2025
3. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.bannari.com and on the website of CDSL www.cdslindia.com immediately after the result is declared by the company and communicated to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited.

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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:

Pursuant to the recommendation of Nomination and Remuneration Committee of Directors, the Board of Directors of the Company have appointed Smt Sowmya Sitaram (DIN: 11254035) as an Additional Director in the category of Non-Executive Woman Independent Director not liable to retire by rotation, for a term of five years from 11th September, 2025 to 10th September, 2030, subject to approval of the members of the company.

The company has received a notice from a member proposing Smt Sowmya Sitaram (DIN: 11254035) for the office of Director under Section 160(1) of the Companies Act, 2013 ("the Act") and she is eligible for the appointment as a Director. The company has also received declarations from Smt Sowmya Sitaram (DIN: 11254035) to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act read with Rules made there under and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and is not disqualified from being appointed as Director under Section 164 of the Act. The Directorship(s) held by Smt Sowmya Sitaram are within the limits prescribed under the Act and SEBI Listing Regulations. She further confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge his duties.

Smt Sowmya Sitaram is not debarred from holding the office of Director by virtue of any order of SEBI or any other authority.

A brief profile and specific area of expertise/experience of Smt Sowmya Sitaram (DIN: 11254035) are provided as an Annexure to this Notice.

In the opinion of the Board of Directors, Smt Sowmya Sitaram is a person of integrity, possess relevant expertise / experience and fulfils conditions specified in the Act and SEBI Listing Regulations for appointment as Woman Independent Director. She fulfils the conditions specified in the Act, Rules and SEBI Listing Regulations for appointment as Woman Independent Director that she is independent of management of the Company.

Electronic copy of the terms and conditions of appointment of Independent Director is available for inspection and also available on the website of the company at <http://www.bannari.com/InvestorInformation.html>.

In terms of Regulation 17 (1C) of SEBI Listing Regulations, approval of shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment whichever is earlier. Accordingly, approval of members is requested for the appointment of Smt. Sowmya Sitaram as Non-Executive Woman Independent Director by passing special resolutions through Postal Ballot.

Except Smt Sowmya Sitaram, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested in the resolutions set forth in the notice.

The Board recommends the Special Resolutions as set out in this notice for the approval of members of the Company.

Coimbatore
29.08.2025

By Order of the Board
C PALANISWAMY
Company Secretary

ANNEXURE TO THE NOTICE

DISCLOSURE PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETATARIAL STANDRD-2 ON GENERAL MEETINGS

Name of the Director	Smt. SOWMYA SITARAM
DIN	11254035
Date of Birth & Age	10.08.1962 (63)
Date of first appointment	11.09.2025
Qualifications	B.A.,B.L.,
Designation / Category	Non - Executive - Women Independent
Brief profile / experience and expertise in specific functional area	Smt. Sowmya Sitaram is one of leading practicing lawyers in Coimbatore with 37+ years extensive experience in legal practice. She is in the panel of Advocates of various banks and Asset Reconstruction Companies. She is a Legal Advisor for many companies. She is handling all type of civil disputes including money suits, mortgage suits, Specific Performance suits etc. She is attending all legal matters relating to Sri Kanchi Kamakoti Medical Trust having 14 eye hospitals in various locations in India.
No. of equity shares held in the company	Nil
Directorship in other company / LLP	Nil
Committee Membership	-
Term and conditions of appointment	Appointment as a Director (Non - Executive - Women Independent Director) for a period of five years from 11.09.2025 subject to the approval of the Members.
Details of Remuneration	She shall be paid sitting fee for attending the meeting of the Board and Committees thereof and reimbursement of expenses for participating said meetings
Resignation in listed companies for the last three years	Nil
Relationship with other Directors	Not related to any Director / Key Managerial Personnel

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