



# BANNARI AMMAN SUGARS LIMITED

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SEC/2014

//BY COURIER//

15.9.2014

The Manager  
Listing Department  
National Stock Exchange of India Limited  
"Exchange Plaza"  
Bandra-Kurla Complex  
Bandra (East)  
Mumbai 400 051

NSE CODE: BANARISUG  
ISIN NO. : INE459A01010

Dear Sir

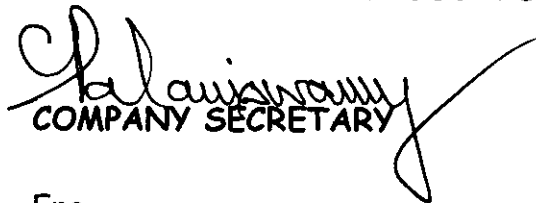
*Sub: Compliance of Clause 35A of the Listing Agreement*

Pursuant to Clause 35A of the Listing Agreement we are forwarding the voting results of 30<sup>th</sup> Annual General Meeting of the Company.

Agenda-wise details of voting results and Scrutinizers' Report thereon are attached herewith.

Thanking you

Yours faithfully  
For BANNARI AMMAN SUGARS LIMITED

  
COMPANY SECRETARY

Enc

**BANNARI AMMAN SUGARS LIMITED, COIMBATORE**

**Details of Voting Results**

|                                                                                                   |                      |
|---------------------------------------------------------------------------------------------------|----------------------|
| Date of AGM                                                                                       | 15th September, 2014 |
| Total No. of shareholders on record date (i.e. 1st August 2014-cut-off date for e-voting purpose) | 7374                 |
| No. of shareholders present in the meeting either in person or through proxy:                     | 33                   |
| Promoter and Promoter Group:                                                                      | 11                   |
| Public:                                                                                           | 22                   |
| Total                                                                                             | 33                   |
| No. of shareholders attended the meeting through Video conferencing                               | Not arranged.        |
| No. of shareholders voted through e-voting                                                        | 14                   |

**Resolution 1: Adoption of Financial Statements (Ordinary 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)]<br>x100                   | (4)                      | (5)                    | (6)=[(4)/(2)]<br>x100                | (7)=[(5)/(2)]<br>x100              |
| Promoter and Promoter Group    | 6260276            | 6260276             | 100.00                                  | 6260276                  | 0                      | 100.00                               | 0.00                               |
| Public - Institutional holders | 22756              | 20988               | 92.23                                   | 20988                    | 0                      | 100.00                               | 0.00                               |
| Public - others                | 5156668            | 11616               | 0.23                                    | 11614                    | 2                      | 99.98                                | 0.02                               |
| <b>Total</b>                   | <b>11439700</b>    | <b>6292880</b>      | <b>55.01</b>                            | <b>6292878</b>           | <b>2</b>               | <b>100.00</b>                        | <b>0.00</b>                        |

**Resolution 2: Dividend declaration (Ordinary 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)]<br>x100                   | (4)                      | (5)                    | (6)=[(4)/(2)]<br>x100                | (7)=[(5)/(2)]<br>x100              |
| Promoter and Promoter Group    | 6260276            | 6260276             | 100.00                                  | 6260276                  | 0                      | 100.00                               | 0.00                               |
| Public - Institutional holders | 22756              | 20988               | 92.23                                   | 20988                    | 0                      | 100.00                               | 0.00                               |
| Public - others                | 5156668            | 11616               | 0.23                                    | 11614                    | 2                      | 99.98                                | 0.02                               |
| <b>Total</b>                   | <b>11439700</b>    | <b>6292880</b>      | <b>55.01</b>                            | <b>6292878</b>           | <b>2</b>               | <b>100.00</b>                        | <b>0.00</b>                        |

**Resolution 3: Appointment of Auditors (Ordinary 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)]<br>x100                   | (4)                      | (5)                    | (6)=[(4)/(2)]<br>x100                | (7)=[(5)/(2)]<br>x100              |
| Promoter and Promoter Group    | 6260276            | 6260276             | 100.00                                  | 6260276                  | 0                      | 100.00                               | 0.00                               |
| Public - Institutional holders | 22756              | 20988               | 92.23                                   | 0                        | 20988                  | 0.00                                 | 100.00                             |
| Public - others                | 5156668            | 11616               | 0.23                                    | 11614                    | 2                      | 99.98                                | 0.02                               |
| <b>Total</b>                   | <b>11439700</b>    | <b>6292880</b>      | <b>55.01</b>                            | <b>6271890</b>           | <b>20990</b>           | <b>99.67</b>                         | <b>0.33</b>                        |



**Resolution 4: Appointment of Sri E P Muthukumar as an Independent Director (Ordinary 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)]<br>x100                   | (4)                      | (5)                    | (6)=[(4)/(2)]<br>x100                | (7)=[(5)/(2)]<br>x100              |
| Promoter and Promoter Group    | 6260276            | 6260276             | 100.00                                  | 6260276                  | 0                      | 100.00                               | 0.00                               |
| Public - Institutional holders | 22756              | 20988               | 92.23                                   | 20988                    | 0                      | 100.00                               | 0.00                               |
| Public - others                | 5156668            | 11616               | 0.23                                    | 11614                    | 2                      | 99.98                                | 0.02                               |
| <b>Total</b>                   | <b>11439700</b>    | <b>6292880</b>      | <b>55.01</b>                            | <b>6292878</b>           | <b>2</b>               | <b>100.00</b>                        | <b>0.00</b>                        |

**Resolution 5: Appointment of Dr M P Vijayakumar as an Independent Director (Ordinary 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)]<br>x100                   | (4)                      | (5)                    | (6)=[(4)/(2)]<br>x100                | (7)=[(5)/(2)]<br>x100              |
| Promoter and Promoter Group    | 6260276            | 6260276             | 100.00                                  | 6260276                  | 0                      | 100.00                               | 0.00                               |
| Public - Institutional holders | 22756              | 20988               | 92.23                                   | 20988                    | 0                      | 100.00                               | 0.00                               |
| Public - others                | 5156668            | 11616               | 0.23                                    | 11614                    | 2                      | 99.98                                | 0.02                               |
| <b>Total</b>                   | <b>11439700</b>    | <b>6292880</b>      | <b>55.01</b>                            | <b>6292878</b>           | <b>2</b>               | <b>100.00</b>                        | <b>0.00</b>                        |

**Resolution 6: Appointment of Sri A K Perumalsamy as an Independent Director (Ordinary 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)]<br>x100                   | (4)                      | (5)                    | (6)=[(4)/(2)]<br>x100                | (7)=[(5)/(2)]<br>x100              |
| Promoter and Promoter Group    | 6260276            | 6260276             | 100.00                                  | 6260276                  | 0                      | 100.00                               | 0.00                               |
| Public - Institutional holders | 22756              | 20988               | 92.23                                   | 20988                    | 0                      | 100.00                               | 0.00                               |
| Public - others                | 5156668            | 11616               | 0.23                                    | 11614                    | 2                      | 99.98                                | 0.02                               |
| <b>Total</b>                   | <b>11439700</b>    | <b>6292880</b>      | <b>55.01</b>                            | <b>6292878</b>           | <b>2</b>               | <b>100.00</b>                        | <b>0.00</b>                        |

**Resolution 7: Appointment of Sri T Gundan as an Independent Director (Ordinary 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)]<br>x100                   | (4)                      | (5)                    | (6)=[(4)/(2)]<br>x100                | (7)=[(5)/(2)]<br>x100              |
| Promoter and Promoter Group    | 6260276            | 6260276             | 100.00                                  | 6260276                  | 0                      | 100.00                               | 0.00                               |
| Public - Institutional holders | 22756              | 20988               | 92.23                                   | 20988                    | 0                      | 100.00                               | 0.00                               |
| Public - others                | 5156668            | 11616               | 0.23                                    | 11614                    | 0                      | 99.98                                | 0.00                               |
| <b>Total</b>                   | <b>11439700</b>    | <b>6292880</b>      | <b>55.01</b>                            | <b>6292878</b>           | <b>0</b>               | <b>100.00</b>                        | <b>0.00</b>                        |



**Resolution 8: Ratification of remuneration payable to Cost Auditor (Ordinary 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)]<br>x100                   | (4)                      | (5)                    | (6)=[(4)/(2)]<br>x100                | (7)=[(5)/(2)]<br>x100              |
| Promoter and Promoter Group    | 6260276            | 6260276             | 100.00                                  | 6260276                  | 0                      | 100.00                               | 0.00                               |
| Public - Institutional holders | 22756              | 20988               | 92.23                                   | 20988                    | 0                      | 100.00                               | 0.00                               |
| Public - others                | 5156668            | 11616               | 0.23                                    | 11614                    | 2                      | 99.98                                | 0.02                               |
| <b>Total</b>                   | <b>11439700</b>    | <b>6292880</b>      | <b>55.01</b>                            | <b>6292878</b>           | <b>2</b>               | <b>100.00</b>                        | <b>0.00</b>                        |

**Resolution 9: Power to Borrow Money (Special 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)]<br>x100                   | (4)                      | (5)                    | (6)=[(4)/(2)]<br>x100                | (7)=[(5)/(2)]<br>x100              |
| Promoter and Promoter Group    | 6260276            | 6260276             | 100.00                                  | 6260276                  | 0                      | 100.00                               | 0.00                               |
| Public - Institutional holders | 22756              | 20988               | 92.23                                   | 20988                    | 0                      | 100.00                               | 0.00                               |
| Public - others                | 5156668            | 11616               | 0.23                                    | 11614                    | 2                      | 99.98                                | 0.02                               |
| <b>Total</b>                   | <b>11439700</b>    | <b>6292880</b>      | <b>55.01</b>                            | <b>6292878</b>           | <b>2</b>               | <b>100.00</b>                        | <b>0.00</b>                        |

**Resolution 10: Creation of Mortgage (Special 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)]<br>x100                   | (4)                      | (5)                    | (6)=[(4)/(2)]<br>x100                | (7)=[(5)/(2)]<br>x100              |
| Promoter and Promoter Group    |                    |                     |                                         |                          |                        |                                      |                                    |
| Public - Institutional holders | 6260276            | 6260276             | 100.00                                  | 6260276                  | 0                      | 100.00                               | 0.00                               |
| Public - others                | 22756              | 20988               | 92.23                                   | 20988                    | 0                      | 100.00                               | 0.00                               |
| <b>Total</b>                   | <b>5156668</b>     | <b>11616</b>        | <b>0.23</b>                             | <b>11614</b>             | <b>2</b>               | <b>99.98</b>                         | <b>0.02</b>                        |
|                                | <b>11439700</b>    | <b>6292880</b>      | <b>55.01</b>                            | <b>6292878</b>           | <b>2</b>               | <b>100.00</b>                        | <b>0.00</b>                        |

All the aforesaid resolutions were passed with requisite majority.



**BANNARI AMMAN SUGARS LIMITED**  
**30<sup>th</sup> ANNUAL GENERAL MEETING HELD ON 15.9.2014**  
**Declaration of Result of E-voting, Postal Ballot & Poll at AGM**

Pursuant to Section 108 of the Companies Act, 2014 read with 20 of the Companies (Management & Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company has provided E-voting and Postal Ballot facility to the members/beneficial owners whose name appeared in the Register of Members on 1<sup>st</sup> August, 2014 (cut-off date for voting) for passing of Resolutions as set-out in the notice of 30<sup>th</sup> Annual General Meeting. E-voting was open for three days from 9.9.2014 (9.00 A.M) to 11.9.2014 (6.00 P.M) and postal ballots were received till 11<sup>th</sup> September, 2014. In addition to the above poll was conducted at the Annual General Meeting and ballot papers were distributed to those members present at the AGM and not exercised their votes through e-voting/postal ballot. M/s C Thirumurthy & Associates have been appointed as Scrutinizers of voting. M/s C Thirumurthy & Associates have submitted the final consolidated report for E-voting, Postal Ballot & Ballot voting at the Annual General Meeting.

Based on the Scrutinizer's final consolidated report, I hereby declare that all the 10 Resolutions set-out in the notice of 30<sup>th</sup> Annual General Meeting have been duly passed as detailed below;

| Item Nos. | Description of the Resolutions                                                               | Type of Resolutions | Total Votes Polled | Votes in favour (Assent) | Votes in Against (Dissent) | Result                         |
|-----------|----------------------------------------------------------------------------------------------|---------------------|--------------------|--------------------------|----------------------------|--------------------------------|
| 1.        | Adoption of audited Financial Statements, reports of Board of Directors and Auditors thereon | Ordinary            | 62,92,880          | 62,92,878 (100%)         | 2 (negligible)             | Passed with Requisite Majority |
| 2.        | Declaration of Dividend on Equity Shares                                                     | Ordinary            | 62,92,880          | 62,92,878 (100%)         | 2 (negligible)             | Passed with Requisite Majority |
| 3.        | Appointment of Auditors                                                                      | Ordinary            | 62,92,880          | 62,71,890 (99.67%)       | 20,990 (0.33%)             | Passed with Requisite Majority |
| 4.        | Appointment of Sri E P Muthukumar as an Independent Director                                 | Ordinary            | 62,92,880          | 62,92,878 (100%)         | 2 (negligible)             | Passed with Requisite Majority |
| 5.        | Appointment of Dr M P Vijayakumar as an Independent Director                                 | Ordinary            | 62,92,880          | 62,92,878 (100%)         | 2 (negligible)             | Passed with Requisite Majority |



S.V. [Signature]

Cont....

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|     |                                                                                                            |          |           |                  |                |                                |
|-----|------------------------------------------------------------------------------------------------------------|----------|-----------|------------------|----------------|--------------------------------|
| 6.  | Appointment of Sri A K Perumalsamy as an Independent Director                                              | Ordinary | 62,92,880 | 62,92,878 (100%) | 2 (negligible) | Passed with Requisite Majority |
| 7.  | Appointment of Sri T Gundan as an Independent Director                                                     | Ordinary | 62,92,880 | 62,92,878 (100%) | 0              | Passed with Requisite Majority |
| 8.  | Ratification of Remuneration payable to Cost Auditor of the Company                                        | Ordinary | 62,92,880 | 62,92,878 (100%) | 2 (negligible) | Passed with Requisite Majority |
| 9.  | Consent to the Board of Directors to Borrow money under Section 180 (1) (c) of the Companies Act, 2013     | Special  | 62,92,880 | 62,92,878 (100%) | 2 (negligible) | Passed with Requisite Majority |
| 10. | Consent to the Board of Directors to create Mortgages under Section 180 (1) (a) of the Companies Act, 2013 | Special  | 62,92,880 | 62,92,878 (100%) | 2 (negligible) | Passed with Requisite Majority |

Place: Coimbatore  
Date: 15<sup>th</sup> September, 2014



S. V. Balasubramaniam  
(S V BALASUBRAMANIAM)  
CHAIRMAN

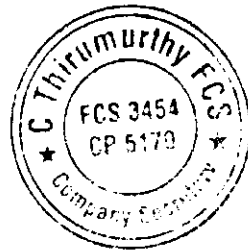
**CONSOLIDATED RESULTS OF E-VOTING, POSTAL BALLOT& POLL AT THE AGM ON ITEM NO.1 – ORDINARY RESOLUTION**

| Particulars | Number of      |         |               |       | Number of Votes contained in |         |               |         | Percentage |
|-------------|----------------|---------|---------------|-------|------------------------------|---------|---------------|---------|------------|
|             | Polling Papers | E-Votes | Postal Ballot | Total | Polling Papers               | E-Votes | Postal Ballot | Total   |            |
| Received    | 21             | 14      | 20            | 55    | 8205                         | 501303  | 5783372       | 6292880 | 100        |
| Assent      | 21             | 13      | 20            | 54    | 8205                         | 501301  | 5783372       | 6292878 | 100        |
| Dissent     | 0              | 1       | 0             | 1     | 0                            | 2       | 0             | 2       | 0          |
| Total       | 21             | 14      | 20            | 55    | 8205                         | 501303  | 5783372       | 6292880 | 100        |

Accordingly out of the 6292880 E-Votes and Postal Ballot votes and Polling votes Polled; 6292878 votes were cast ASSENTING to the Ordinary Resolution constituting 100% of the votes polled; 2 votes were cast DISSENTING to the Ordinary Resolution constituting 0% of the votes polled on the Ordinary Resolution.

Thus the Ordinary Resolution as contained in Item No.1 is passed with Requisite majority

*C. Thirumurthy*  
**C. THIRUMURTHY AND ASSOCIATES**  
COMPANY SECRETARIES(★)



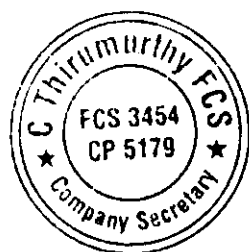
**CONSOLIDATED RESULTS OF E-VOTING, POSTAL BALLOT& POLL AT THE AGM ON ITEM NO.2 – ORDINARY RESOLUTION**

| Particulars | Number of      |         |               |       | Number of Votes contained in |         |               |         | Percentage |
|-------------|----------------|---------|---------------|-------|------------------------------|---------|---------------|---------|------------|
|             | Polling Papers | E-Votes | Postal Ballot | Total | Polling Papers               | E-Votes | Postal Ballot | Total   |            |
| Received    | 21             | 14      | 20            | 55    | 8205                         | 501303  | 5783372       | 6292880 | 100        |
| Assent      | 21             | 13      | 20            | 54    | 8205                         | 501301  | 5783372       | 6292878 | 100        |
| Dissent     | 0              | 1       | 0             | 1     | 0                            | 2       | 0             | 2       | 0          |
| Total       | 21             | 14      | 20            | 55    | 8205                         | 501303  | 5783372       | 6292880 | 100        |

Accordingly out of the 6292880 E-Votes and Postal Ballot votes and Polling votes Polled; 6292878 votes were cast ASSENTING to the Ordinary Resolution constituting 100% of the votes polled; 2 votes were cast DISSENTING to the Ordinary Resolution constituting 0% of the votes polled on the Ordinary Resolution.

Thus the Ordinary Resolution as contained in Item No.2 is passed with Requisite majority

  
**C THIRUMURTHY AND ASSOCIATES**  
COMPANY SECRETARIES(★)



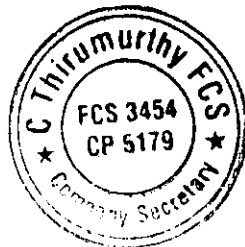
**CONSOLIDATED RESULTS OF E-VOTING, POSTAL BALLOT& POLL AT THE AGM ON ITEM NO.3 – ORDINARY RESOLUTION**

| Particulars | Number of      |         |               |       | Number of Votes contained in |         |               |         | Percentage |
|-------------|----------------|---------|---------------|-------|------------------------------|---------|---------------|---------|------------|
|             | Polling Papers | E-Votes | Postal Ballot | Total | Polling Papers               | E-Votes | Postal Ballot | Total   |            |
| Received    | 21             | 14      | 20            | 55    | 8205                         | 501303  | 5783372       | 6292880 | 100.00     |
| Assent      | 21             | 8       | 20            | 49    | 8205                         | 480313  | 5783372       | 6271890 | 99.67      |
| Dissent     | 0              | 6       | 0             | 6     | 0                            | 20990   | 0             | 20990   | 0.33       |
| Total       | 21             | 14      | 20            | 55    | 8205                         | 501303  | 5783372       | 6292880 | 100.00     |

Accordingly out of the 6292880 Postal Ballot votes and Polling votes Polled; 6271890 votes were cast ASSENTING to the Ordinary Resolution constituting 99.67% of the votes polled; 20990 votes were cast DISSENTING to the Ordinary Resolution constituting 0.33% of the votes polled on the Ordinary Resolution.

Thus the Ordinary Resolution as contained in Item No.3 is passed with Requisite majority

*K. G. M. M. K.*  
**C THIRUMURTHY AND ASSOCIATES**  
 COMPANY SECRETARIES(★)



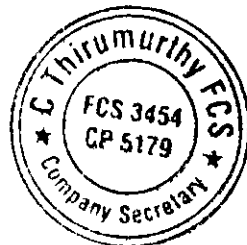
**CONSOLIDATED RESULTS OF E-VOTING, POSTAL BALLOT& POLL AT THE AGM ON ITEM NO.4 – ORDINARY RESOLUTION**

| Particulars | Number of      |         |               |       | Number of Votes contained in |         |               |         | Percentage |
|-------------|----------------|---------|---------------|-------|------------------------------|---------|---------------|---------|------------|
|             | Polling Papers | E-Votes | Postal Ballot | Total | Polling Papers               | E-Votes | Postal Ballot | Total   |            |
| Received    | 21             | 14      | 20            | 55    | 8205                         | 501303  | 5783372       | 6292880 | 100        |
| Assent      | 21             | 13      | 20            | 54    | 8205                         | 501301  | 5783372       | 6292878 | 100        |
| Dissent     | 0              | 1       | 0             | 1     | 0                            | 2       | 0             | 2       | 0          |
| Total       | 21             | 14      | 20            | 55    | 8205                         | 501303  | 5783372       | 6292880 | 100        |

Accordingly out of the 6292880 E-Votes and Postal Ballot votes and Polling votes Polled; 6292878 votes were cast ASSENTING to the Ordinary Resolution constituting 100% of the votes polled; 2 votes were cast DISSENTING to the Ordinary Resolution constituting 0% of the votes polled on the Ordinary Resolution.

Thus the Ordinary Resolution as contained in Item No.4 is passed with Requisite majority

*At Chennai*  
C THIRUMURTHY AND ASSOCIATES  
COMPANY SECRETARIES(★)



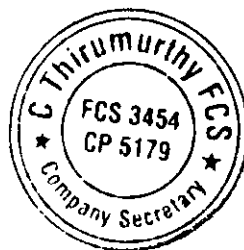
**CONSOLIDATED RESULTS OF E-VOTING, POSTAL BALLOT& POLL AT THE AGM ON ITEM NO.5 – ORDINARY RESOLUTION**

| Particulars | Number of      |         |               |       | Number of Votes contained in |         |               |         | Percentage |
|-------------|----------------|---------|---------------|-------|------------------------------|---------|---------------|---------|------------|
|             | Polling Papers | E-Votes | Postal Ballot | Total | Polling Papers               | E-Votes | Postal Ballot | Total   |            |
| Received    | 21             | 14      | 20            | 55    | 8205                         | 501303  | 5783372       | 6292880 | 100        |
| Assent      | 21             | 13      | 20            | 54    | 8205                         | 501301  | 5783372       | 6292878 | 100        |
| Dissent     | 0              | 1       | 0             | 1     | 0                            | 2       | 0             | 2       | 0          |
| Total       | 21             | 14      | 20            | 55    | 8205                         | 501303  | 5783372       | 6292880 | 100        |

Accordingly out of the 6292880 E-Votes and Postal Ballot votes and Polling votes Polled; 6292878 votes were cast ASSENTING to the Ordinary Resolution constituting 100% of the votes polled; 2 votes were cast DISSENTING to the Ordinary Resolution constituting 0% of the votes polled on the Ordinary Resolution.

Thus the Ordinary Resolution as contained in Item No.5 is passed with Requisite majority

*K. Thirumurthy*  
**C THIRUMURTHY AND ASSOCIATES**  
 COMPANY SECRETARIES(★)



**CONSOLIDATED RESULTS OF E-VOTING, POSTAL BALLOT& POLL AT THE AGM ON ITEM NO.6 – ORDINARY RESOLUTION**

| Particulars | Number of      |         |               |       | Number of Votes contained in |         |               |         | Percentage |
|-------------|----------------|---------|---------------|-------|------------------------------|---------|---------------|---------|------------|
|             | Polling Papers | E-Votes | Postal Ballot | Total | Polling Papers               | E-Votes | Postal Ballot | Total   |            |
| Received    | 21             | 14      | 20            | 55    | 8205                         | 501303  | 5783372       | 6292880 | 100        |
| Assent      | 21             | 13      | 20            | 54    | 8205                         | 501301  | 5783372       | 6292878 | 100        |
| Dissent     | 0              | 1       | 0             | 1     | 0                            | 2       | 0             | 2       | 0          |
| Total       | 21             | 14      | 20            | 55    | 8205                         | 501303  | 5783372       | 6292880 | 100        |

Accordingly out of the 6292880 E-Votes and Postal Ballot votes and Polling votes Polled; 6292878 votes were cast ASSENTING to the Ordinary Resolution constituting 100% of the votes polled; 2 votes were cast DISSENTING to the Ordinary Resolution constituting 0% of the votes polled on the Ordinary Resolution.

Thus the Ordinary Resolution as contained in Item No.6 is passed with Requisite majority

*C Thirumurthy*

C THIRUMURTHY AND ASSOCIATES  
COMPANY SECRETARIES(★)



**CONSOLIDATED RESULTS OF E-VOTING, POSTAL BALLOT& POLL AT THE AGM ON ITEM NO.7 – ORDINARY RESOLUTION**

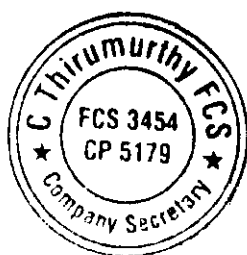
| Particulars | Number of      |         |               |       | Number of Votes contained in |         |               |          | Percentage |
|-------------|----------------|---------|---------------|-------|------------------------------|---------|---------------|----------|------------|
|             | Polling Papers | E-Votes | Postal Ballot | Total | Polling Papers               | E-Votes | Postal Ballot | Total    |            |
| Received    | 21             | 14      | 20            | 55    | 8205                         | 501303  | 5783372       | 6292880  | 100        |
| Assent      | 21             | 13      | 20            | 54    | 8205                         | 501301  | 5783372       | 6292878  | 100        |
| Dissent     | 0              | 0       | 0             | 0     | 0                            | 0       | 0             | 0        | 0          |
| Total       | 21             | 14      | 20            | 55    | 8205                         | 501303  | 5783372       | 6292880* | 100        |

\* Abstain votes: 2

Accordingly out of the 6292880 E-Votes and Postal Ballot votes and Polling votes Polled; 6292878 votes were cast ASSENTING to the Ordinary Resolution constituting 100% of the votes polled; None of the votes were cast DISSENTING to the Ordinary Resolution constituting 0% of the votes polled on the Ordinary Resolution.

Thus the Ordinary Resolution as contained in Item No.7 is passed with Requisite majority

*W. G. Thirumurthy*  
C THIRUMURTHY AND ASSOCIATES  
COMPANY SECRETARIES(★)



**CONSOLIDATED RESULTS OF E-VOTING, POSTAL BALLOT& POLL AT THE AGM ON ITEM NO.8 – ORDINARY RESOLUTION**

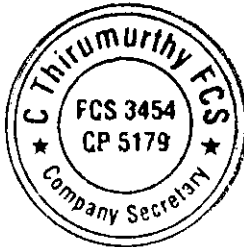
| Particulars | Number of      |         |               |       | Number of Votes contained in |         |               |         | Percentage |
|-------------|----------------|---------|---------------|-------|------------------------------|---------|---------------|---------|------------|
|             | Polling Papers | E-Votes | Postal Ballot | Total | Polling Papers               | E-Votes | Postal Ballot | Total   |            |
| Received    | 21             | 14      | 20            | 55    | 8205                         | 501303  | 5783372       | 6292880 | 100        |
| Assent      | 21             | 13      | 20            | 54    | 8205                         | 501301  | 5783372       | 6292878 | 100        |
| Dissent     | 0              | 1       | 0             | 1     | 0                            | 2       | 0             | 2       | 0          |
| Total       | 21             | 14      | 20            | 55    | 8205                         | 501303  | 5783372       | 6292880 | 100        |

Accordingly out of the 6292880 E-Votes and Postal Ballot votes and Polling votes Polled; 6292878 votes were cast ASSENTING to the Ordinary Resolution constituting 100%of the votes polled; 2 votes were cast DISSENTING to the Ordinary Resolution constituting 0% of the votes polled on the Ordinary Resolution.

Thus the Ordinary Resolution as contained in Item No.8 is passed with Requisite majority

*C Thirumurthy*

C THIRUMURTHY AND ASSOCIATES  
COMPANY SECRETARIES(★)



**CONSOLIDATED RESULTS OF E-VOTING , POSTAL BALLOT & POLL AT THE AGM ON ITEM NO.9 – SPECIAL RESOLUTION**

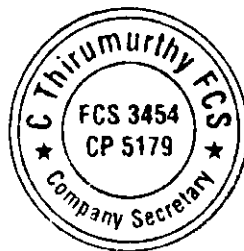
| Particulars | Number of      |         |               |       | Number of Votes contained in |         |               |         | Percentage |
|-------------|----------------|---------|---------------|-------|------------------------------|---------|---------------|---------|------------|
|             | Polling Papers | E-Votes | Postal Ballot | Total | Polling Papers               | E-Votes | Postal Ballot | Total   |            |
| Received    | 21             | 14      | 20            | 55    | 8205                         | 501303  | 5783372       | 6292880 | 100        |
| Assent      | 21             | 13      | 20            | 54    | 8205                         | 501301  | 5783372       | 6292878 | 100        |
| Dissent     | 0              | 1       | 0             | 1     | 0                            | 2       | 0             | 2       | 0          |
| Total       | 21             | 14      | 20            | 55    | 8205                         | 501303  | 5783372       | 6292880 | 100        |

Accordingly out of the 6292880 E-Votes and Postal Ballot votes and Polling votes Polled; 6292878 votes were cast ASSENTING to the Special Resolution constituting 100% of the votes polled; 2 votes were cast DISSENTING to the Special Resolution constituting 0% of the votes polled on the Special Resolution.

Thus the Special Resolution as contained in Item No.9 is passed with Requisite majority

*C Thirumurthy*

**C THIRUMURTHY AND ASSOCIATES**  
COMPANY SECRETARIES(★)



**CONSOLIDATED RESULTS OF E-VOTING, POSTAL BALLOT& POLL AT THE AGM ON ITEM NO.10 – SPECIAL RESOLUTION**

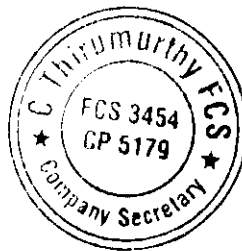
| Particulars | Number of      |         |               |       | Number of Votes contained in |         |               |         | Percentage |
|-------------|----------------|---------|---------------|-------|------------------------------|---------|---------------|---------|------------|
|             | Polling Papers | E-Votes | Postal Ballot | Total | Polling Papers               | E-Votes | Postal Ballot | Total   |            |
| Received    | 21             | 14      | 20            | 55    | 8205                         | 501303  | 5783372       | 6292880 | 100        |
| Assent      | 21             | 13      | 20            | 54    | 8205                         | 501301  | 5783372       | 6292878 | 100        |
| Dissent     | 0              | 1       | 0             | 1     | 0                            | 2       | 0             | 2       | 0          |
| Total       | 21             | 14      | 20            | 55    | 8205                         | 501303  | 5783372       | 6292880 | 100        |

Accordingly out of the 6292880 E-Votes and Postal Ballot votes and Polling votes Polled; 6292878 votes were cast ASSENTING to the Special Resolution constituting 100% of the votes polled; 2 votes were cast DISSENTING to the Special Resolution constituting 0% of the votes polled on the Special Resolution.

Thus the Special Resolution as contained in Item No.10 is passed with Requisite majority

*C Thirumurthy*

**C THIRUMURTHY AND ASSOCIATES**  
COMPANY SECRETARIES(★)



# C THIRUMURTHY AND ASSOCIATES

Company Secretaries \*

**C Thirumurrthy B Com BL FCS**

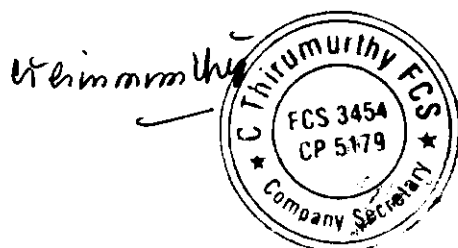
69-1 LML Colony Ammankulam Road Pappanaickenpalayam Coimbatore - 641037

Phone : 0422-4214979 Mobile : 90477 82200 E-mail : mycsoffice@gmail.com

## **SCRUTINIZER'S REPORT**

Report to the Chairman of Bannari Amman Sugars Limited, a Company incorporated under the Companies Act, 1956 and having its Registered Office at 1212 Trichy Road, Coimbatore 641 018 (hereinafter referred to as the "Company") on the e-voting and Postal Ballot conducted by the Company for passing the resolutions as set out in the Notice dated **30.07.2014** for convening the 30<sup>th</sup> Annual General Meeting of the company to be held on **15.09.2014**.

1. In terms of provisions of Sections 108 of the Companies Act, 2013 read with Rule 20(ix) of Companies (Management and Administration ) Rules, 2014 (the rules) and Clause 35B of the Listing Agreement, we were appointed as Scrutinizers by the Company on 30<sup>th</sup> July 2014 to scrutinize the e-voting process, postal ballot and poll for passing the resolutions as set out in the Notice convening 30<sup>th</sup> Annual General Meeting to be held on 15.09.2014.
2. The members of the Company as on the "Cut-off" date i.e 1<sup>st</sup> August 2014 are entitled to vote on the resolutions (Items No. 1 to 10 as set out in the notice of the Annual General Meeting to be held on 15.09.2014). Notice has been electronically sent to the members whose E-mail ID are registered with the Company/ Depository Participants and physical copy has been sent to other members on 09.08.2014.
3. In terms of the aforesaid Notice, e-voting was open for three days from Tuesday, 09<sup>th</sup> September 2014 (9.00 A.M) to Thursday, 11<sup>th</sup> September 2014 (6.00 P.M.) and members were required to cast their votes electronically conveying their Assent or Dissent in respect of the Resolutions, on e-voting platform provided by Central Depository Services (India) Limited (CDSL). Additionally, the members were also



provided with the facility of Postal Ballot facility for casting their votes on the agenda items and the same was also to be received at or before 6.00 P.M. on Thursday, 11<sup>th</sup> September 2014.

4. As required in the Rules, I C Thirumurthy, Partner of M/s C Thirumurthy Associates unlocked the e-voting on the platform provided by CDSL after the completion of the e-voting process at 6.45 P.M. on Thursday, 11th September 2014 in the presence of Mr.D.Senthil and Ms.Sathyasundari.
5. Based on the results made available to me, **14 members have cast their votes through e-voting platform and 20 members have cast their votes through Postal Ballot. We have annexed with this Report, the details and analysis of the e-voting and Postal Ballot for each of the Ten agenda items contained in the said Notice.**

For C.Thirumurthy and Associates  
Company Secretaries

*C. Thirumurthy*

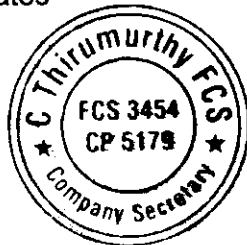
C.Thirumurthy

Membership No. FCS3454

Certificate of Practice: CP5179

Date: 13.09.2014

Place: Coimbatore



AnnexureAnalysis of Results

|                    |                                                                                                                                                                              |
|--------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Agenda No.         | 1.                                                                                                                                                                           |
| Subject            | Adoption of Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March 2014 the reports of the Board of Directors and Auditors thereon. |
| Type of Resolution | Ordinary                                                                                                                                                                     |

| Particulars | Number of Shareholders who cast their votes through e-vote | Number of e-votes | Number of Shareholders who cast their votes through Postal Ballot | Number of votes contained in Postal Ballot | Total Number of shareholders voted | Total Votes | Percentage |
|-------------|------------------------------------------------------------|-------------------|-------------------------------------------------------------------|--------------------------------------------|------------------------------------|-------------|------------|
| Received    | 14                                                         | 501303            | 20                                                                | 5783372                                    | 34                                 | 6284675     | 100.00     |
| Assent      | 13                                                         | 501301            | 20                                                                | 5783372                                    | 33                                 | 6284673     | 100.00     |
| Dissent     | 1                                                          | 2                 | 0                                                                 | 0                                          | 1                                  | 2           | 0.00*      |
| Abstain     | 0                                                          | 0                 | 0                                                                 | 0                                          | 0                                  | 0           | 0.00       |
| Total       | 14                                                         | 501303            | 20                                                                | 5783372                                    | 34                                 | 6284675     | 100.00     |

\* Dissent is negligible and has no relevance with respect to percentage.

*Vi Chirumurthy*  
**C THIRUMURTHY AND ASSOCIATES**  
 COMPANY SECRETARIES(★)



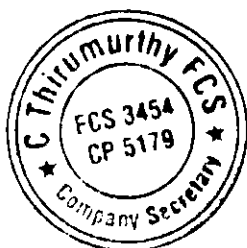
Analysis of Results

|                    |                                          |
|--------------------|------------------------------------------|
| Agenda No.         | 2.                                       |
| Subject            | Declaration of dividend on Equity Shares |
| Type of Resolution | Ordinary                                 |

| Particulars | Number of Shareholders who cast their votes through e-vote | Number of e-votes | Number of Shareholders who cast their votes through Postal Ballot | Number of votes contained in Postal Ballot | Total Number of shareholders voted | Total Votes | Percentage |
|-------------|------------------------------------------------------------|-------------------|-------------------------------------------------------------------|--------------------------------------------|------------------------------------|-------------|------------|
| Received    | 14                                                         | 501303            | 20                                                                | 5783372                                    | 34                                 | 6284675     | 100.00     |
| Assent      | 13                                                         | 501301            | 20                                                                | 5783372                                    | 33                                 | 6284673     | 100.00     |
| Dissent     | 1                                                          | 2                 | 0                                                                 | 0                                          | 1                                  | 2           | 0.00*      |
| Abstain     | 0                                                          | 0                 | 0                                                                 | 0                                          | 0                                  | 0           | 0.00       |
| Total       | 14                                                         | 501303            | 20                                                                | 5783372                                    | 34                                 | 6284675     | 100.00     |

\* Dissent is negligible and has no relevance with respect to percentage.

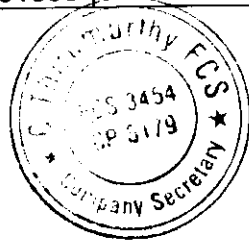
*Thirumurthy*  
C THIRUMURTHY AND ASSOCIATES  
COMPANY SECRETARIES(★)



Analysis of Results

|                    |                         |
|--------------------|-------------------------|
| Agenda No.         | 3.                      |
| Subject            | Appointment of Auditors |
| Type of Resolution | Ordinary                |

| Particulars | Number of Shareholders who cast their votes through e-vote | Number of e-votes | Number of Shareholders who cast their votes through Postal Ballot | Number of votes contained in Postal Ballot | Total Number of shareholders voted | Total Votes | Percentage |
|-------------|------------------------------------------------------------|-------------------|-------------------------------------------------------------------|--------------------------------------------|------------------------------------|-------------|------------|
| Received    | 14                                                         | 501303            | 20                                                                | 5783372                                    | 34                                 | 6284675     | 100.00     |
| Assent      | 8                                                          | 480313            | 20                                                                | 5783372                                    | 28                                 | 6263685     | 99.67      |
| Dissent     | 6                                                          | 20990             | 0                                                                 | 0                                          | 6                                  | 20990       | 0.33       |
| Abstain     | 0                                                          | 0                 | 0                                                                 | 0                                          | 0                                  | 0           | 0          |
| Total       | 14                                                         | 501303            | 20                                                                | 5783372                                    | 34                                 | 6284675     | 100.00     |



*Waimmthy*  
**C THIRUMURTHY AND ASSOCIATES**  
 COMPANY SECRETARIES(★)

Analysis of Results

|                    |                                                                              |
|--------------------|------------------------------------------------------------------------------|
| Agenda No.         | 4.                                                                           |
| Subject            | Appointment of Sri.E.P.Muthukumar (DIN: 00003740) as an Independent Director |
| Type of Resolution | Ordinary                                                                     |

| Particulars | Number of Shareholders who cast their votes through e-vote | Number of e-votes | Number of Shareholders who cast their votes through Postal Ballot | Number of votes contained in Postal Ballot | Total Number of shareholders voted | Total Votes | Percentage |
|-------------|------------------------------------------------------------|-------------------|-------------------------------------------------------------------|--------------------------------------------|------------------------------------|-------------|------------|
| Received    | 14                                                         | 501303            | 20                                                                | 5783372                                    | 34                                 | 6284675     | 100.00     |
| Assent      | 13                                                         | 501301            | 20                                                                | 5783372                                    | 33                                 | 6284673     | 100.00     |
| Dissent     | 1                                                          | 2                 | 0                                                                 | 0                                          | 1                                  | 2           | 0.00*      |
| Abstain     | 0                                                          | 0                 | 0                                                                 | 0                                          | 0                                  | 0           | 0.00       |
| Total       | 14                                                         | 501303            | 20                                                                | 5783372                                    | 34                                 | 6284675     | 100.00     |

\* Dissent is negligible and has no relevance with respect to percentage.

*C Thirumurthy*  
**C THIRUMURTHY AND ASSOCIATES**  
 COMPANY SECRETARIES(★)



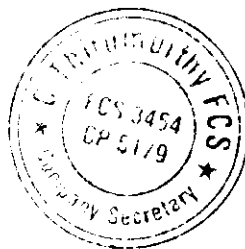
Analysis of Results

|                    |                                                                              |
|--------------------|------------------------------------------------------------------------------|
| Agenda No.         | 5.                                                                           |
| Subject            | Appointment of Dr.M.P.Vijayakumar (DIN: 05103089) as an Independent Director |
| Type of Resolution | Ordinary                                                                     |

| Particulars | Number of Shareholders who cast their votes through e-vote | Number of e-votes | Number of Shareholders who cast their votes through Postal Ballot | Number of votes contained in Postal Ballot | Total Number of shareholders voted | Total Votes | Percentage |
|-------------|------------------------------------------------------------|-------------------|-------------------------------------------------------------------|--------------------------------------------|------------------------------------|-------------|------------|
| Received    | 14                                                         | 501303            | 20                                                                | 5783372                                    | 34                                 | 6284675     | 100.00     |
| Assent      | 13                                                         | 501301            | 20                                                                | 5783372                                    | 33                                 | 6284673     | 100.00     |
| Dissent     | 1                                                          | 2                 | 0                                                                 | 0                                          | 1                                  | 2           | 0.00*      |
| Abstain     | 0                                                          | 0                 | 0                                                                 | 0                                          | 0                                  | 0           | 0.00       |
| Total       | 14                                                         | 501303            | 20                                                                | 5783372                                    | 34                                 | 6284675     | 100.00     |

\* Dissent is negligible and has no relevance with respect to percentage.

*K. Thirumurthy*  
**C THIRUMURTHY AND ASSOCIATES**  
 COMPANY SECRETARIES(★)



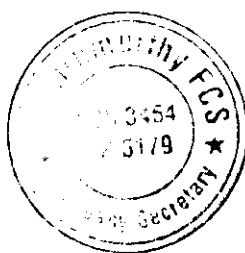
Analysis of Results

|                    |                                                                               |
|--------------------|-------------------------------------------------------------------------------|
| Agenda No.         | 6.                                                                            |
| Subject            | Appointment of Sri.A.K.Perumalsamy (DIN: 00313769) as an Independent Director |
| Type of Resolution | Ordinary                                                                      |

| Particulars | Number of Shareholders who cast their votes through e-vote | Number of e-votes | Number of Shareholders who cast their votes through Postal Ballot | Number of votes contained in Postal Ballot | Total Number of shareholders voted | Total Votes | Percentage |
|-------------|------------------------------------------------------------|-------------------|-------------------------------------------------------------------|--------------------------------------------|------------------------------------|-------------|------------|
| Received    | 14                                                         | 501303            | 20                                                                | 5783372                                    | 34                                 | 6284675     | 100.00     |
| Assent      | 13                                                         | 501301            | 20                                                                | 5783372                                    | 33                                 | 6284673     | 100.00     |
| Dissent     | 1                                                          | 2                 | 0                                                                 | 0                                          | 1                                  | 2           | 0.00*      |
| Abstain     | 0                                                          | 0                 | 0                                                                 | 0                                          | 0                                  | 0           | 0.00       |
| Total       | 14                                                         | 501303            | 20                                                                | 5783372                                    | 34                                 | 6284675     | 100.00     |

\* Dissent is negligible and has no relevance with respect to percentage.

*C Thirumurthy*  
**C THIRUMURTHY AND ASSOCIATES**  
 COMPANY SECRETARIES(★)



Analysis of Results

|                    |                                                                        |
|--------------------|------------------------------------------------------------------------|
| Agenda No.         | 7.                                                                     |
| Subject            | Appointment of Sri.T.Gundan (DIN: 00624804) as an Independent Director |
| Type of Resolution | Ordinary                                                               |

| Particulars | Number of Shareholders who cast their votes through e-vote | Number of e-votes | Number of Shareholders who cast their votes through Postal Ballot | Number of votes contained in Postal Ballot | Total Number of shareholders voted | Total Votes | Percentage |
|-------------|------------------------------------------------------------|-------------------|-------------------------------------------------------------------|--------------------------------------------|------------------------------------|-------------|------------|
| Received    | 14                                                         | 501303            | 20                                                                | 5783372                                    | 34                                 | 6284675     | 100.00     |
| Assent      | 13                                                         | 501301            | 20                                                                | 5783372                                    | 33                                 | 6284673     | 100.00     |
| Dissent     | 0                                                          | 0                 | 0                                                                 | 0                                          | 0                                  | 0           | 0.00       |
| Abstain     | 1                                                          | 2                 | 0                                                                 | 0                                          | 1                                  | 2           | 0.00       |
| Total       | 14                                                         | 501303            | 20                                                                | 5783372                                    | 34                                 | 6284675     | 100.00     |

*C Thirumurthy*

C THIRUMURTHY AND ASSOCIATES  
COMPANY SECRETARIES



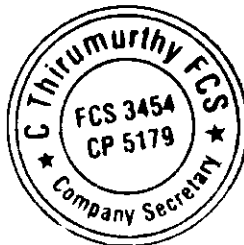
Analysis of Results

|                    |                                                                     |
|--------------------|---------------------------------------------------------------------|
| Agenda No.         | 8.                                                                  |
| Subject            | Ratification of remuneration payable to Cost Auditor of the Company |
| Type of Resolution | Ordinary                                                            |

| Particulars | Number of Shareholders who cast their votes through e-vote | Number of e-votes | Number of Shareholders who cast their votes through Postal Ballot | Number of votes contained in Postal Ballot | Total Number of shareholders voted | Total Votes | Percentage |
|-------------|------------------------------------------------------------|-------------------|-------------------------------------------------------------------|--------------------------------------------|------------------------------------|-------------|------------|
| Received    | 14                                                         | 501303            | 20                                                                | 5783372                                    | 34                                 | 6284675     | 100.00     |
| Assent      | 13                                                         | 501301            | 20                                                                | 5783372                                    | 33                                 | 6284673     | 100.00     |
| Dissent     | 1                                                          | 2                 | 0                                                                 | 0                                          | 1                                  | 2           | *0.00      |
| Abstain     | 0                                                          | 0                 | 0                                                                 | 0                                          | 0                                  | 0           | 0.00       |
| Total       | 14                                                         | 501303            | 20                                                                | 5783372                                    | 34                                 | 6284675     | 100.00     |

\* Dissent is negligible and has no relevance with respect to percentage.

*U. Thirumurthy*  
**C THIRUMURTHY AND ASSOCIATES**  
 COMPANY SECRETARIES(★)



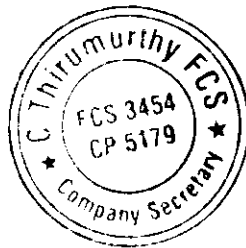
Analysis of Results

|                    |                                                                                                                                                           |
|--------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|
| Agenda No.         | 9.                                                                                                                                                        |
| Subject            | Consent to the Board of Directors to borrow money in excess of paid up capital and free reserves of the Company u/s 180 (1) (C) of the Companies Act 2013 |
| Type of Resolution | Special                                                                                                                                                   |

| Particulars | Number of Shareholders who cast their votes through e-vote | Number of e-votes | Number of Shareholders who cast their votes through Postal Ballot | Number of votes contained in Postal Ballot | Total Number of shareholders voted | Total Votes | Percentage |
|-------------|------------------------------------------------------------|-------------------|-------------------------------------------------------------------|--------------------------------------------|------------------------------------|-------------|------------|
| Received    | 14                                                         | 501303            | 20                                                                | 5783372                                    | 34                                 | 6284675     | 100.00     |
| Assent      | 13                                                         | 501301            | 20                                                                | 5783372                                    | 33                                 | 6284673     | 100.00     |
| Dissent     | 1                                                          | 2                 | 0                                                                 | 0                                          | 1                                  | 2           | 0.00*      |
| Abstain     | 0                                                          | 0                 | 0                                                                 | 0                                          | 0                                  | 0           | 0.00       |
| Total       | 14                                                         | 501303            | 20                                                                | 5783372                                    | 34                                 | 6284675     | 100.00     |

\* Dissent is negligible and has no relevance with respect to percentage.

*C Thirumurthy*  
**C THIRUMURTHY AND ASSOCIATES**  
 COMPANY SECRETARIES(★)



Analysis of Results

|                    |                                                                                                                                                      |
|--------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|
| Agenda No.         | 10.                                                                                                                                                  |
| Subject            | Consent to the Board of Directors to create Charges/Mortgages/Hypothecations the properties of the Company u/s 180 (1) (a) of the Companies Act 2013 |
| Type of Resolution | Special                                                                                                                                              |

| Particulars | Number of Shareholders who cast their votes through e-vote | Number of e-votes | Number of Shareholders who cast their votes through Postal Ballot | Number of votes contained in Postal Ballot | Total Number of shareholders voted | Total Votes | Percentage |
|-------------|------------------------------------------------------------|-------------------|-------------------------------------------------------------------|--------------------------------------------|------------------------------------|-------------|------------|
| Received    | 14                                                         | 501303            | 20                                                                | 5783372                                    | 34                                 | 6284675     | 100.00     |
| Assent      | 13                                                         | 501301            | 20                                                                | 5783372                                    | 33                                 | 6284673     | 100.00     |
| Dissent     | 1                                                          | 2                 | 0                                                                 | 0                                          | 1                                  | 2           | 0.00*      |
| Abstain     | 0                                                          | 0                 | 0                                                                 | 0                                          | 0                                  | 0           | 0.00       |
| Total       | 14                                                         | 501303            | 20                                                                | 5783372                                    | 34                                 | 6284675     | 100.00     |

\* Dissent is negligible and has no relevance with respect to percentage.

*C Thirumurthy*

**C THIRUMURTHY AND ASSOCIATES**  
COMPANY SECRETARIES(★)



**SCRUTINIZER'S REPORT**

**(Pursuant to Section 109 of the Companies Act 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014)**

To

The Chairman

Bannari Amman Sugars Limited

Regd.Office:1212 Trichy Road

Coimbatore 641 018

Meeting : 30<sup>th</sup> Annual General Meeting of the members  
Date and Time : Monday, 15<sup>th</sup> September 2014 at 4.30 P.M.  
Venue : Jenneys Residency, 2/2 Avinashi Road, Civil Aerodrome Post, Coimbatore - 641014

Dear Sir,

I, C.Thirumurthy of M/s C. Thirumurthy and Associates, Practising Company Secretaries appointed as Scrutinizers for the purpose of the poll taken on the below mentioned resolution(s), at the meeting of the Members of M/s Bannari Amman Sugars Limited, held on Monday, 15<sup>th</sup> September 2014 at 4.30 P.M. at Jenneys Residency, 2/2 Avinashi Road, Civil Aerodrome Post, Coimbatore- 641014 submit our report as under.

1. After the time fixed for closing of the poll by the Chairman, 3 ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately or we did not find any poll papers invalid.
4. The result of the Poll is resolution wise annexed.

*C. Thirumurthy*



**SCRUTINIZER'S REPORT**

**(Pursuant to Section 109 of the Companies Act 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014)**

5. A Compact Disk (CD) containing the soft copy of the list of equity shareholders who voted "FOR". "AGAINST" and those votes were declared invalid for each resolution has been handed over to the Company Secretary.
6. The Poll Papers and all other relevant records were duly sealed and handed over to the Company Secretary for safe keeping.

Thanking You

For C.Thirumurthy and Associates

Company Secretaries

*C. Thirumurthy*

C.Thirumurthy

Membership No. F3454

Certificate of Practice: CP5179

Date: 15.09.2014

Place: Coimbatore



### **SCRUTINIZER'S REPORT**

**(Pursuant to Section 109 of the Companies Act 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014)**

#### **Resolution :**

1. Adoption of Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2014 the reports of the Board of Directors and Auditors thereon.

- (i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 21                                                           | 8205                         | 100                                   |

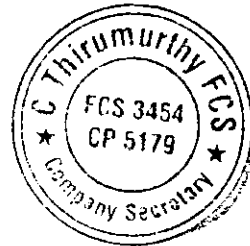
- (ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                            | 0                            | 0                                     |

- (iii) Invalid Votes:

| Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| 0                                                                                 | 0                                  |
|                                                                                   |                                    |

*C Thirumurthy*  
C THIRUMURTHY AND ASSOCIATES  
COMPANY SECRETARIES(★)



### **SCRUTINIZER'S REPORT**

**(Pursuant to Section 109 of the Companies Act 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014)**

#### **Resolution :**

#### **2. Declaration of dividend on Equity Shares**

##### **(i) Voted in favour of the resolution:**

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 21                                                           | 8205                         | 100                                   |

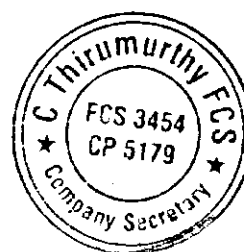
##### **(ii) Voted against the resolution:**

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                            | 0                            | 0                                     |

##### **(iii) Invalid Votes:**

| Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| 0                                                                                 | 0                                  |

*Chirumurthy*  
**C THIRUMURTHY AND ASSOCIATES**  
**COMPANY SECRETARIES(★)**



**(Pursuant to Section 109 of the Companies Act 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014)**

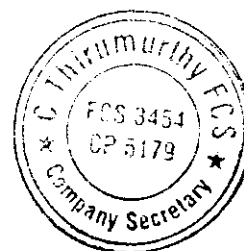
### 3. Appointment of Auditors.

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 21                                                           | 8205                         | 100                                   |

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                            | 0                            | 0                                     |

|                                                                                            |                                       |
|--------------------------------------------------------------------------------------------|---------------------------------------|
| Total Number of members<br>(in person or by proxy)<br>whose votes were declared<br>invalid | Total Number of votes cast<br>by them |
| 0                                                                                          | 0                                     |

**C THIRUMURTHY AND ASSOCIATES**  
**COMPANY SECRETARIES(★)**



### **SCRUTINIZER'S REPORT**

**(Pursuant to Section 109 of the Companies Act 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014)**

#### **Resolution:**

4. Appointment of Sri.E.P.Muthukumar (DIN: 00003740) as an Independent Director of the Company

- (i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 21                                                           | 8205                         | 100                                   |

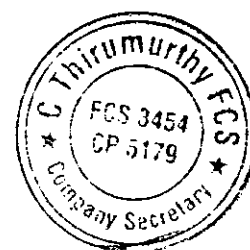
- (ii) Votes against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                            | 0                            | 0                                     |

- (iii) Invalid Votes:

| Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| 0                                                                                 | 0                                  |

*C Thirumurthy*  
**C THIRUMURTHY AND ASSOCIATES**  
COMPANY SECRETARIES(★)



### **SCRUTINIZER'S REPORT**

**(Pursuant to Section 109 of the Companies Act 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014)**

**Resolution :**

5. Appointment of Dr.M.P.Vijayakumar (DIN: 05103089) as an Independent Director of the Company

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 21                                                           | 8205                         | 100                                   |

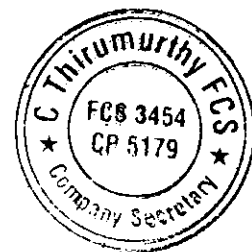
(ii) Votes against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                            | 0                            | 0                                     |

(iii) Invalid Votes:

| Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| 0                                                                                 | 0                                  |

*U. Srinivasan*  
**G. THIRUMURTHY AND ASSOCIATES**  
COMPANY SECRETARIES(★)



### **SCRUTINIZER'S REPORT**

**(Pursuant to Section 109 of the Companies Act 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014)**

#### **Resolution :**

6. Appointment of Sri.A.K.Perumalsamy (DIN: 00313769) as an Independent Director of the Company

- (i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 21                                                           | 8205                         | 100                                   |

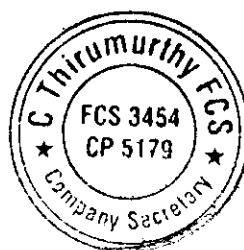
- (ii) Votes against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                            | 0                            | 0                                     |

- (iii) Invalid Votes:

| Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| 0                                                                                 | 0                                  |

*ks 4111 mm 410*  
C THIRUMURTHY AND ASSOCIATES  
COMPANY SECRETARIES(★)



### **SCRUTINIZER'S REPORT**

**(Pursuant to Section 109 of the Companies Act 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014)**

#### **Resolution :**

7. Appointment of Sri.T.Gundan (DIN: 00624804) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 21                                                           | 8205                         | 100                                   |

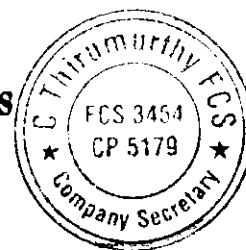
(ii) Votes against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                            | 0                            | 0                                     |

(iii) Invalid Votes:

| Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| 0                                                                                 | 0                                  |

*C Thirumurthy*  
C THIRUMURTHY AND ASSOCIATES  
COMPANY SECRETARIES(★)



### **SCRUTINIZER'S REPORT**

**(Pursuant to Section 109 of the Companies Act 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014)**

#### **Resolution :**

8. Ratification of remuneration payable to Cost Auditor of the Company.

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 21                                                           | 8205                         | 100                                   |

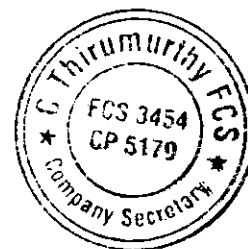
(ii) Votes against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                            | 0                            | 0                                     |

(iii) Invalid Votes:

| Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| 0                                                                                 | 0                                  |

*C. Thirumurthy*  
**C THIRUMURTHY AND ASSOCIATES**  
COMPANY SECRETARIES(★)



### **SCRUTINIZER'S REPORT**

**(Pursuant to Section 109 of the Companies Act 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014)**

#### **Resolution:**

9. Consent to the Board of Directors to borrow money in excess of paid up capital and free reserves of the Company under Section 180 (1) (c) of the Companies Act 2013.

- (i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 21                                                           | 8205                         | 100                                   |

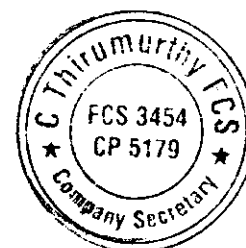
- (ii) Votes against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                            | 0                            | 0                                     |

- (iii) Invalid Votes:

| Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| 0                                                                                 | 0                                  |

*W. G. M. M. R.*  
C THIRUMURTHY AND ASSOCIATES  
COMPANY SECRETARIES(★)



### **SCRUTINIZER'S REPORT**

**(Pursuant to Section 109 of the Companies Act 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014)**

**Resolution :**

10. Consent to the Board of Directors to create Charges/Mortgages/Hypothecations the properties of the Company under Section 180 (1) (a) of the Companies Act 2013.

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 21                                                           | 8205                         | 100                                   |

(ii) Votes against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                            | 0                            | 0                                     |

(iii) Invalid Votes:

| Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| 0                                                                                 | 0                                  |

*C Thirumurthy*  
C THIRUMURTHY AND ASSOCIATES  
COMPANY SECRETARIES(★)

