

**BANNARI AMMAN SUGARS LIMITED**

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SEC/ /2012

//BY COURIER//

14.9.2012

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

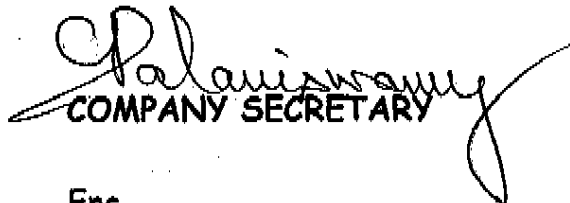
Dear Sir

Sub: Compliance of Clause 31(d) of the Listing Agreement

With reference to the above, we send herewith a certified copy of the proceedings of the Annual General Meeting of our Company held on 6.9.2012.

Thanking you

Yours faithfully
For BANNARI AMMAN SUGARS LIMITED


COMPANY SECRETARY

Enc

BANNARI AMMAN SUGARS LIMITED

MINUTES OF THE 28th ANNUAL GENERAL MEETING OF BANNARI AMMAN SUGARS LIMITED HELD AT JENNEYS RESIDENCY, 2/2, AVINASHI ROAD, CIVIL AERODROME POST, COIMBATORE 641 014 ON THURSDAY THE 6th SEPTEMBER 2012 AT 4.30 PM.

Directors Present:

- | | | |
|---|-------------------------|---|
| 1 | Sri S V Balasubramaniam | - Chairman |
| 2 | Sri V Venkata Reddy | - Vice Chairman |
| | | - Chairman of Audit & Remuneration Committees |
| 3 | Sri B Saravanan | - Managing Director |
| 4 | Sri E P Muthukumar | - Director |
| 5 | Sri A K Perumalsamy | - Director |
| 6 | Sri S V Alagappan | - Director |
| 7 | Sri S V Arumugam | - Director & |
| | | - Chairman of Shareholders' Committee |
| 8 | Sri T Gundan | - Director |
| 9 | Sri M P Vijayakumar | - Director |

Members present:

- | | | |
|-----|---|------|
| (a) | Individuals including Directors | - 60 |
| (b) | Corporate Members through their Representatives | - 07 |
| (c) | Members represented by proxy | - 08 |

TOTAL

75

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In attendance

Sri P R Vittel, Partner, M/s P N Raghavendra Rao & Co., Auditors
Sri C Palaniswamy, Company Secretary

Sri S V Balasubramaniam, Chairman took the Chair.

The quorum being present, the meeting commenced with Prayer.

Sri B Saravanan, Managing Director welcomed the members to the meeting.

The Chairman announced that the Register of Directors' shareholding kept pursuant to Section 307 of the Companies Act, 1956 was on the table and available for inspection by the members during the meeting.



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With the permission of the members, the Notice convening the meeting, the Directors' Report and the audited Balance Sheet as at 31.3.2012 and the statement of Profit and Loss Account for the year ended 31.3.2012 were taken as read.

Sri P R Vittel, Partner, M/s P N Raghavendra Rao & Co., Auditors of the Company read the Auditors' Report on the Company's audited Balance Sheet as at 31.3.2012 and the statement of Profit and Loss for the year ended on that date.

Sri B Saravanan, Managing Director addressed the members. He pointed out the operational and financial performance of the company during the financial year ended 31st March 2012 and future plan of the company.

The Chairman then addressed the members. He invited the members to offer their comments. Thereafter some members have spoken on the working of the company. The Chairman thanked the members for their appreciation and comments on the working of the Company.

ADOPTION OF ACCOUNTS

The Chairman proposed the following ordinary resolution:

RESOLVED that the audited statement of Profit and Loss for the year ended 31st March 2012 and audited Balance Sheet as at that date and the Directors' Report and the Auditors' Report thereon be and are hereby adopted.

Sri A K Perumalsamy seconded the resolution.

The above resolution was then put to vote by show of hands. As all members voted in favour of Resolution, the Chairman declared the resolution as passed unanimously.

DECLARATION OF DIVIDEND ON EQUITY SHARES

Sri B Saravanan proposed the following ordinary resolutions:

RESOLVED that pursuant to the recommendation of the Board of Directors, dividend at the rate of Rs.10/- (Rupees Ten) per share on 1,14,39,700 equity shares be and is hereby declared and that the same be paid to those members whose names appear on the Company's Register of Members as on 6th September, 2012.

FURTHER RESOLVED that in respect of dematerialised shares, the dividend be paid on the basis of the beneficial ownership furnished by the National Securities



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Depository Limited and Central Depository Services (India) Limited at the end of the business hours on 31.8.2012.

Sri K A Selvam seconded the resolutions.

The above resolutions were then put to vote by show of hands. As all members voted in favour of Resolutions, the Chairman declared the resolutions as passed unanimously.

RE-APPOINTMENT OF SRI S V ALAGAPPAN

Sri A N Kulandaisamy proposed the following ordinary resolution:

RESOLVED that Sri S V Alagappan be and is hereby appointed as a Director of the Company in the vacancy caused by his retirement by rotation.

Sri V Venkata Reddy seconded the resolution.

The above resolution was then put to vote by show of hands. As all members voted in favour of Resolution, the Chairman declared the resolution as passed unanimously.

RE-APPOINTMENT OF SRI S V ARUMUGAM

Sri V Venkata Reddy proposed the following ordinary resolution:

RESOLVED that Sri S V Arumugam be and is hereby appointed as a Director of the Company in the vacancy caused by his retirement by rotation.

Sri S Marusamy seconded the resolution.

The above resolution was then put to vote by show of hands. As all members voted in favour of Resolution, the Chairman declared the resolution as passed unanimously.

RE-APPOINTMENT OF SRI E P MUTHUKUMAR

Sri A K Perumalsamy proposed the following ordinary resolution:

RESOLVED that Sri E P Muthukumar be and is hereby appointed as a Director of the Company in the vacancy caused by his retirement by rotation.

Sri K K Kaliappan seconded the resolution.

The above resolution was then put to vote by show of hands. As all members voted in favour of Resolution, the Chairman declared the resolution as passed unanimously.



BANNARI AMMAN SUGARS LIMITED**RE-APPOINTMENT OF AUDITORS**

Sri Marusamy proposed the following ordinary resolutions:

RESOLVED that M/s P N Raghavendra Rao & Co., Chartered Accountants, Coimbatore, the retiring Auditors of the Company be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting on a remuneration of Rs.750000/- (Rupees Seven Lakhs Fifty Thousand only) plus reimbursement of out of pocket expenses.

FURTHER RESOLVED that M/s P N Raghavendra Rao & Co., be paid separate remuneration at the discretion of the Managing Director for attending taxation and other works connected with the company that may be entrusted to them from time to time.

Sri A K Perumalsamy seconded the resolutions.

The above resolutions were then put to vote by show of hands. As all members voted in favour of Resolutions, the Chairman declared the resolutions as passed unanimously.

APPOINTMENT OF SRI M P VIJAYAKUMAR

Chairman proposed the following ordinary resolution:

RESOLVED that Sri M P Vijayakumar who was co-opted as an Additional Director by the Board of Directors with effect from 14.11.2011 and who holds office upto the date of this Annual General Meeting be and is hereby appointed as a Director of the Company liable to retire by rotation.

Sri K A Selvam seconded the resolution.

The above resolution was then put to vote by show of hands. As all members voted in favour of Resolution, the Chairman declared the resolution as passed unanimously.

Sri N Solairajan, Chief Executive of the Company proposed vote of thanks and the meeting concluded.

Place: Coimbatore

Date: 12.9.2012

CERTIFIED TRUE COPY

Sd/

CHAIRMAN



For BANNARI AMMAN SUGARS LIMITED

S. Marusamy
COMPANY SECRETARY