



# PONNI SUGARS (ERODE) LIMITED

CIN : L15422 TN1996 PLC037200

Regd. Office: ESVIN House, No.13, Rajiv Gandhi Salai (OMR)

Perungudi, Chennai 600 096.

Phone : 044 - 24961920, 24960156

E-mail : admin@ponnisugars.com Website : www.ponnisugars.com

Investor Grievance ID: investor@ponnisugars.com



PEL/SH/124

November 04, 2025

National Stock Exchange of India Ltd

BSE LTD

Exchange Plaza

Phioze Jeejeebhoy Towers

5th Floor, Flat No.C/ 1 G Block

Dalal Street, Fort

Bandra-Kurla Complex

Mumbai 400 001

Bandra East, Mumbai 400 051

**Scrip Code: PONNIERODE**

**Scrip Code: 532460**

Dear Sirs,

**Sub: Postal Ballot Notice - Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (SEBI –LODR).**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Postal Ballot Notice seeking approval of the shareholders through remote e-voting by way of Ordinary Resolution for entering into a new Comprehensive MoU superseding all the existing MoUs with Seshasayee Paper and Boards Limited (SPB) for undertaking material related party transactions with SPB.

In accordance with the General Circulars issued by the Ministry of Corporate Affairs, the Notice of Postal Ballot was dispatched through e-mail on 04.11.2025 to the registered email id of the shareholders as on the cut-off date on **31.10.2025**. Shareholders were advised to give their assent / dissent only through remote e-voting. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members. The remote e-voting period commences on **Wednesday, the 5<sup>th</sup> November 2025 (10.00 AM) and ends on Thursday, the 4<sup>th</sup> December 2025 (5.00 PM)**. The Notice of Postal Ballot is also available on the Company's website [www.ponnisugars.com](http://www.ponnisugars.com).

Kindly take the above information into your records.

Thanking you,

Yours faithfully,

For Ponni Sugars (Erode) Limited

R.Madhusudhan  
Company Secretary & Compliance Officer

Encl: As above



## Ponni Sugars (Erode) Limited

**PONNI SUGARS (ERODE) LIMITED**

**Registered Office: ESVIN House**

**13 Rajiv Gandhi Salai (OMR)**

**Perungudi**

**Chennai 600 096**

### **POSTAL BALLOT NOTICE NO: PB/1/2025-26**





## PONNI SUGARS (ERODE) LIMITED

CIN: L15422TN1996PLC037200

Registered Office: ESVIN House, 13 Rajiv Gandhi Salai (OMR), Perungudi, Chennai 600 096

Phone: 044 24961920 / 24960156;

E-mail: [admin@ponnisugars.com](mailto:admin@ponnisugars.com); Website: [ponnisugars.com](http://ponnisugars.com)

### Postal Ballot Notice (PB/1/2025-26)

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

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India and pursuant to other applicable Laws and Regulations, that the resolution as set out hereunder is proposed to be passed by the shareholders as an Ordinary Resolution by means of Postal Ballot through remote electronic voting ("e-voting"). The explanatory statement pursuant to Section 102 of the Act pertaining to the resolution setting out the material facts and the reasons thereof is annexed hereto.

#### **Resolution:**

#### **Approval for Comprehensive MoU with Seshasayee Paper and Boards Limited for undertaking Material Related Party Transactions**

To consider and, if deemed fit, to pass the following resolutions as an Ordinary Resolution:

**"RESOLVED that** in supersession of all earlier resolutions passed by the shareholders and pursuant to Section 188 of the Companies Act, 2013 (the Act), Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI-LODR) and other applicable provisions of the SEBI-LODR, the Act, the Rules, Regulations, Notifications and Circulars issued thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] if and where applicable, and in terms of the approval of the Audit Committee and Board of Directors of the Company (the Board), the

consent of Members of the Company be and is hereby accorded to the Company for entering into a new Comprehensive MoU superseding all the existing MoUs with Seshasayee Paper and Boards Limited (SPB), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of SEBI-LODR for a period of five years from 01.01.2026 to 31.12.2030 for undertaking and/ or engaging in Related Party Transactions (RPT), for (1) purchase /sale /supply /exchange /transfer of bagasse, sugar, fuel, power, water and other products; (2) availing and rendering services; and (3) sharing common expenses that in aggregate in a financial year would constitute material RPT requiring Shareholder approval.

PROVIDED THAT the aggregate value of all RPTs with SPB shall not exceed Rs.60 crores per financial year during the tenure (01.01.2026 to 31.12.2030) of the Comprehensive MoU with SPB as amended from time to time.

**RESOLVED FURTHER** that the Board on the recommendation / approval of the Audit Committee is hereby empowered to consider and make requisite changes or modifications to the above mentioned Comprehensive MoU from time to time provided that any material modification shall be subject to the approval of shareholders in accordance with applicable provisions of the Act or SEBI-LODR.

**RESOLVED FURTHER** that the Board on the recommendation of Audit Committee be and is hereby authorized to renew the MoU from time to time on same terms subject to receiving such consent or approval as applicable under extant Laws and Regulations.

**RESOLVED FURTHER** that the Board be and is hereby authorized on the recommendation and/ or approval of the Audit Committee to do all such acts, deeds or things as may be necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto, and also settle any issue, question, difficulty or doubts whatsoever that may arise and to take all decisions from powers herein conferred.”

By Order of the Board  
For Ponni Sugars (Erode) Limited  
Sd/-

Place: Chennai  
Date: 24<sup>th</sup> October, 2025

R Madhusudhan  
Company Secretary &  
Compliance Officer

### **Statement pursuant to Section 102 of the Companies Act, 2013**

1. Seshasayee Paper and Boards Ltd (SPB) promoted the establishment of Erode Sugar Mill in 1984. Its principal objective was to secure continuous and committed raw material supply for pulp and paper production, having regard to the growing shortage of forest based raw materials. For this, the Erode Sugar Mill was structured on the unique model, configuring use of alternative fossil fuel to facilitate diversion of bagasse production in its entirety to SPB. The pricing for bagasse was in turn strategically structured in a manner to compensate the sugar mill for the full cost of substitute fuel and further confer an agreed incentive component for dedicated supply of bagasse. In fact, the All India Financial Institutions could be persuaded to fund the sugar project only based on this business model then.
2. With the commissioning of our Cogeneration plant in August 2012, the bagasse supply arrangement was restructured and effective 1st October 2012 is confined to supplying an agreed percentage of bagasse production. This has enabled the company to operate its Cogen Plant with an optimal blend of captive bagasse and external bio-fuel, supplemented by coal within permissible limit.
3. There are transactions involving supply of diverse goods and services between the company and SPB that are covered under MoUs. After the advent of the Companies Act, 2013 (the Act) and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (SEBI-LODR), introducing appropriate regulatory mechanism for Related Party Transaction (RPT), the company has obtained requisite approvals of Audit Committee, Board and Shareholders for the RPTs as applicable.
4. The transfer price for bagasse all along is based on a long term formula stated in Para 1. All other RPTs are on arm's length pricing.
5. It is now desired to consolidate the multiple MoUs and have a new comprehensive MoU with SPB that would supersede all the MoUs for supply of goods and services entered into at different periods. Accordingly, the Audit Committee and Board at their meeting held on 24.10.2025 approved a new Comprehensive MoU between the Company and SPB that covers all the categories of purchase and sale of goods and services. This

comprehensive MoU would come into force from 1<sup>st</sup> January 2026 and would remain valid for five years till 31<sup>st</sup> December 2030. It would be renewable thereafter in conformity with the Law then prevailing.

6. The Company's RPTs with SPB did not exceed the materiality threshold under the Companies Act, 2013 and SEBI-LODR both in FY 2023-24 and 2024-25. It is however estimated that aggregate value of RPTs with SPB during Q4 of FY 2025-26 would exceed 10% of Company's turnover in FY 2024-25. The RPTs would from the date the said 10% threshold is crossed be regarded as 'material related party transaction'. This under Regulation 23 of the SEBI LODR read with the Company's Policy on Related Party Transactions, requires prior approval of the Shareholders. The company has secured such prior approval in terms of resolutions already passed.
7. While so, SEBI vide its circular dated 26.06.2025 came out with the revised Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of RPTs with effect from *September 01, 2025*". In the revised Industry Standards, it is however clarified that this disclosure requirement would not apply where approvals are already in place for the RPTs from the Audit Committee and Shareholders as applicable. Despite so, the company however desires to obtain fresh approval of Shareholders, giving due disclosures in accordance with revised industry standards on minimum information to be provided, as a measure of adhering to sound governance norms. Accordingly, the requisite information as per revised Industry Standards and as per Section 188 of the Companies Act, 2013 was placed before the Audit Committee and the Board and the same is furnished in the **Annexure-1** hereto that shall form an integral part of this statement.
8. Pursuant to above, the company seeks shareholder approval by Ordinary Resolution for the new Comprehensive MoU for undertaking and/ or engaging in related party transactions with SPB for (1) purchase/sale/supply/exchange/transfer of bagasse, sugar, fuel, power, water and other products; (2) availing and rendering services; and (3) sharing common expenses, for an aggregate value not exceeding Rs.60 crores per financial year during the tenure (01.01.2026 to 31.12.2030) of the Comprehensive MoU with SPB as amended from time to time.

9. The Audit Committee has reviewed the certificate provided by the Managing Director and CFO of the Company as required under the RPT Industry Standards issued by SEBI vide its circular dated 26.06.2025.
10. The proposed material RPT with SPB has been approved by the Audit Committee consisting of only independent directors as per SEBI-LODR and the Board of Directors at their meeting held on 24.10.2025. They recommend the same to shareholders for approval.
11. (a) Mr N Gopala Ratnam may be deemed to be interested or concerned in this resolution, being the Chairman of and holding an executive position in SPB. No other Director, Key Managerial Personnel or their relatives are concerned or interested financially or otherwise in this item.  
  
(b) Time Square Investments Private Limited is a common promoter of our company and SPB. It holds 7,73,804 (9%) equity shares of the company and 63,87,502 (10.13%) equity shares of SPB.
12. The MoUs entered into by the Company with SPB and the draft of proposed Comprehensive MoU will be available for inspection by members at the registered office of the company on any working day during business hours.
13. Pursuant to the provisions of the SEBI-LODR, **all related parties to the Company (whether such related party is a party to the above-mentioned transaction or not) shall not vote to approve this Resolution.**
14. The Board recommends the ordinary resolution set out in the Notice for the approval of Members.

By Order of the Board  
For Ponni Sugars (Erode) Limited  
Sd/-

Place: Chennai  
Date: 24<sup>th</sup> October, 2025

R Madhusudhan  
Company Secretary &  
Compliance Officer

## Annexure-1

S.No	Particulars of the information	Information provided by the management															
<b>A (1) Basic details of the related party</b>																	
(1)	Name of Related Party	Seshasayee Paper and Boards Ltd (SPB)															
(2)	Country of incorporation of the related party	India															
(3)	Nature of business of the related party	Manufacture of Paper and Paper Boards															
<b>A (2) Relationship and ownership of the related party</b>																	
(1)	<p>Relationship between the listed entity/subsidiary* and the related party – including nature of its concern (financial or otherwise) and the following: (*our company does not have any subsidiary)</p> <ul style="list-style-type: none"> <li>Shareholding of the listed entity whether direct or indirect, in the related party</li> <li>Shareholding of the related party, whether direct or indirect, in the listed entity</li> </ul>	<p>SPB holds more than 20% in the Equity Capital of the company and is hence an associate company vide Section 2(76) (viii)(A) of the Companies Act, 2013.</p> <p>Accordingly, SPB is a related party as per Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI-LODR.</p> <p>14.02 %</p> <p>32.35 %</p>															
<b>A (3) Details of previous transactions with the related party</b>																	
(1)	Total amount of all the transactions undertaken by the listed entity with the related party during last financial year.	<p style="text-align: center;">FY 2024-25:</p> <table border="1"> <thead> <tr> <th>SI No</th><th>Nature of transactions</th><th>Amount (Rs. in lakhs)</th></tr> </thead> <tbody> <tr> <td>1</td><td>Sale of Goods</td><td>2563</td></tr> <tr> <td>2</td><td>Purchase of Goods</td><td>158</td></tr> <tr> <td>3</td><td>Services Received</td><td>2</td></tr> <tr> <td>4</td><td>Services Rendered</td><td>4</td></tr> </tbody> </table>	SI No	Nature of transactions	Amount (Rs. in lakhs)	1	Sale of Goods	2563	2	Purchase of Goods	158	3	Services Received	2	4	Services Rendered	4
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1	Sale of Goods	2563															
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(2)	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs.16.50 crores (up to 30.09.2025)															
(3)	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No															



S.No	Particulars of the information	Information provided by the management	
A (4) Amount of the proposed transaction(s)			
(1)	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / shareholders.	Aggregate value of all RPTs with SPB will not exceed Rs.60 crores per financial year during the tenure (01.01.2026 to 31.12.2030) of the Comprehensive MoU.	
(2)	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	
(3)	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (24-25)	16.8% (upper limit of Rs.60 crores is taken as basis)	
(4)	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year	Not Applicable (our company does not have any subsidiary)	
(5)	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover for the immediately preceding financial year (24-25)	3.4% (upper limit of Rs.60 crores is taken as basis)	
(6)	Financial performance of the related party for the immediately preceding financial year	Particulars	FY 2024-2025 (Rs in Crores)
		Turnover	1754
		Profit After Tax	105
		Net worth	1912
A (5) Basic details of the proposed transaction			
(1)	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	(i)Purchase/sale/supply/exchange/transfer of bagasse, sugar, fuel, power, water and other products; (ii) Purchase and sale of services; and (iii) Sharing of common expenses	
(2)	Details of each type of the proposed transaction and nature, material terms and particulars of contract or arrangement	Ponni commits to supply a fixed percentage of bagasse production to SPB as mutually agreed from time to time. Bagasse is priced on the basis of cost equivalent of alternative fuel actually used plus an incentive component. All the other items are at cost or market price as applicable.	
(3)	Tenure of the proposed transaction	01.01.2026 to 31.12.2030 (five years)	
(4)	Whether omnibus approval is being sought?	No – Approval is for specific MoU	

S.No	Particulars of the information	Information provided by the management
(5)	<p>Value (monetary value) of the proposed transaction during a financial year.</p> <p>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</p>	<p>Aggregate value of all RPTs with SPB will not exceed Rs.60 crores per financial year during the tenure (01.01.2026 to 31.12.2030) of the Comprehensive MoU</p>
(6)	<p>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.</p>	<p>Bagasse supply arrangement has its roots to and forms the very foundation of Ponni and its promotion by SPB. It is hence structural and long term in nature, encapsulating a symbiotic relationship between the parties. Its pricing is structured on the basis of full compensation for alternative fuel usage plus an incentive for committed supply. Bagasse supply to other unrelated parties are market driven and hence not comparable with the long-term arrangement with SPB. The pricing formula for supply of bagasse to SPB is as under:</p> <p>Ponni will charge for the de-pithed Bagasse supply to SPB on the basis of cost equivalent of fuels used applying the following Exchange Ratio, between de-pithed Bagasse and fuel:</p> $\frac{\text{Average GCV of fuel as used by Ponni}}{\text{Average GCV of de-pithed Bagasse as received by SPB}}$ $\text{Price/ tonne of de-pithed bagasse} = \frac{\text{Average cost per tonne of fuel}}{\text{Exchange Ratio}}$ <p>Full cost recovery of alternative fuel as above plus a definitive margin thereon at 5% restricted to Rs.125/t would effectively serve the interest of the company and its shareholders.</p> <p>All other RPTs are in the normal course of business and at arm's length.</p>

S.No	Particulars of the information	Information provided by the management
(7)	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	SPB is promoter of our Company.  Our Company is member of promoter group of SPB.
	a. Name of the director / KMP	Mr N Gopala Ratnam is common promoter and Chairman of our company and SPB but holds insignificant shares in both Companies. He has no personal interest in the transactions, whether directly or indirectly.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr N Gopala Ratnam holds 0.12% Shareholding directly in SPB.
(8)	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Nil
(9)	Other information relevant for decision making.	Both SPB & Ponni are professionally managed and there is no operating / management control from promoters who are listed corporates. There is also no family ownership or control in either companies.
<b>B(1). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction</b>		
(1)	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or other process applied
(2)	Basis of determination of price.	Ponni commits to supply a fixed percentage of bagasse production to SPB as mutually agreed from time to time. Bagasse is priced on the basis of cost equivalent of alternative fuel actually used plus an incentive component. All the other items are at cost or market price as applicable.
(3)	Any advance paid or received for the contract or arrangement, if any; (Trade advance)	Nil

### Notes:

- (1) This Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial owners, received from the National Securities Depository Ltd (NSDL) / Central Depository Services (India) Ltd (CDSL) as on **Friday, the 31<sup>st</sup> October 2025 (cut-off date)**.
- (2) This notice is being sent in electronic form to the email address registered with the depository participants (in the case of demat holding) / the Company's Registrar and Transfer Agents (in the case of physical holding). In addition, the Notice is displayed on the website of the Company at [www.ponnisugars.com](http://www.ponnisugars.com). Ministry of Corporate Affairs (MCA) vide its General Circular No.3/2025 dated 22.09.2025 has decided to allow Companies to transact items through postal ballot up in accordance with framework provided in the MCA General Circular Nos. 14/2020 dated 08.04.2020, 03/2022 dated 05.05.2022, 11/2022 dated 28.12.2022, 09/2023 dated 25.09.2023 and 09/2024 dated 19.09.2024. In compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot notice along with Postal Ballot Forms and prepaid business envelop is not being sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.
- (3) In compliance with the provisions of the Companies Act, 2013, the Rules made thereunder and in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has provided the facility to the Members to exercise their votes electronically through the remote electronic voting (e- voting) facility arranged with CDSL.
- (4) Remote e-Voting commences on **Wednesday, the 5<sup>th</sup> November 2025 (10.00 AM) and ends on Thursday, the 4<sup>th</sup> December 2025 (5.00 PM)**. Members whose names appear on the Register of Members / List of Beneficial Owners as on 31.10.2025 (cut-off date) will alone be considered for being entitled to vote for the e-voting. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only.

- (5) Resolution passed by the Members through e-voting is deemed to have been passed as if it has been passed at a General Meeting of the Members.
- (6) Members are advised to read carefully the voting instructions appended hereunder before casting their votes.
- (7) For any assistance members may contact:

Mr R Madhusudhan, Company Secretary Ponni Sugars (Erode) Limited ESVIN House,13 Rajiv Gandhi Salai(OMR) Perungudi Chennai 600 096 Ph: 044-24961920 E-mail: <a href="mailto:admin@ponnisugars.com">admin@ponnisugars.com</a>	Ms K Sree Priya EVP & Company Secretary Cameo Corporate Services Ltd "Subramanian Buildings" 5 <sup>th</sup> floor No.1 Club House Road, Chennai 600002 Ph: 044-28460390 (6 lines) E-mail: <a href="mailto:Investor@cameoIndia.com">Investor@cameoIndia.com</a>
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### **Voting Process & Instructions**

#### **(A) Remote e-Voting Facility**

1. The Remote e-Voting facility is offered through e-Voting services provided by Central Depository Services (India) Limited (CDSL).
2. Remote e-Voting commences on **Wednesday, the 5<sup>th</sup> November 2025 (10.00 AM)** and ends on **Thursday, the 4<sup>th</sup> December 2025 (5.00 PM)**. During this period, members holding shares either in physical or dematerialized form, as on the cut-off date of 31.10.2025 may cast their vote electronically. The e-voting portal will be disabled by CDSL for voting thereafter.

#### **(B) Login for Remote e-voting**

##### **I Demat Holders**

1. Pursuant to SEBI Circular No. SEBI/HO/ FD/CMD/CIR/P/2020/242 dated December 9, 2020 (rescinded through SEBI Master Circular dt.11.11.2024) on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories/ Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts for seamless access to e-voting facility.

2. In order to increase the efficiency of the voting process, all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants, will be able to cast their vote without having to register again with the E-votng Service Providers (ESPs).
3. Pursuant to the above SEBI Circular, Login for e-Voting for shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Shareholders (user) who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and New System Myeasi Tab.</li> <li>2) After successful login, the user will see the e-voting menu. On clicking the e-voting menu, shareholders will see the holdings along with links of the respective e-Voting service provider which is CDSL in our case. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting Service Providers' website directly.</li> <li>3) If the user is not registered for Easi/ Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and New System Myeasi Tab and click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility –               <ol style="list-style-type: none"> <li>(a) Please visit the e-Services website of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>(b) Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open.</li> <li>(c) Enter your User ID and Password.</li> <li>(d) After successful authentication, you will see e-Voting services.</li> <li>(e) Click on "Access to e-Voting" under e-Voting services and you will see e-Voting page.</li> <li>(f) Click on company name or e-Voting service provider name.</li> <li>(g) You will be re-directed to e-Voting service provider website for</li> </ol> </li> </ol>

	<p>casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Alternatively, the user can directly visit the e-Voting website of NSDL <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>(a) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section.</p> <p>(b) A new screen will open. Enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>(c) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>(d) Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>1) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility.</p> <p>2) After successful login, you will be able to see e-Voting option.</p> <p>3) Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>4) Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period.</p>

4. Members who are unable to retrieve User ID/ Password are advised to use Forget User ID /Forget Password option available at above mentioned website.

#### 5. Registration of e-mail with DPs

Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

- *For Physical shareholders-* please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar card) by email to Company/RTA email id.

- *For Demat shareholders* - please provide your email id and mobile no with your respective Depository Participant (DP)
- *For Individual Demat shareholders* - please update your email id and mobile no with your respective Depository Participant (DP) which is mandatory while e-voting.

## II. Login method for e-voting for Physical shareholders and Non-Individual shareholders

1. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on “Shareholders” module.
3. Now enter your User ID - Folio Number / DP Id-Client ID of shareholder.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password to be used.
6. If you are a first-time user follow the steps given below:

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

7. After entering these details appropriately, click on “SUBMIT” tab.
8. Shareholders holding shares in physical form will then directly reach the company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.



- (i) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (iii) Click on the “RESOLUTION FILE LINK” if you wish to view the details of the Resolution.
- (iv) After selecting the resolution, you have decided to vote on, click “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (v) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (vi) You can also take a print of the vote cast by clicking on “Click here to print” option on the voting page.
- (vii) If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on “Forgot Password” and enter the details as prompted by the system.

**(C) Additional Facility for Non-individual Shareholders and custodians –Remote Voting only**

1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporate” module.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
3. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
4. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
5. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

6. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [admin@ponnisugars.com](mailto:admin@ponnisugars.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### **(D) General Instructions**

1. The cut-off date for the purpose of e-voting has been fixed as **Friday, the 31<sup>st</sup> October 2025**. Shareholders holding shares as on this date alone are entitled to vote.
2. Voting rights of shareholders shall be in proportion to their shareholding in the company as on the cut-off date i.e. **Friday, the 31<sup>st</sup> October 2025**.
3. The Board of Directors have appointed Mr A S Kalyanaraman, Practicing Chartered Accountant (Membership No. 201149) as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
4. The Scrutinizer's decision on the validity of the e-voting shall be final.
5. The Scrutinizer upon the conclusion of voting period will:
  - (i) Unblock the votes cast through Remote e-Voting in the presence of two witnesses not in the employment of the company.
  - (ii) Submit Scrutinizer's report of the total votes cast through Remote e-Voting in favour or against, to the Chairman.
6. Voting Results
  - i) The Chairman or a person authorised by him in writing shall declare at or before 5 PM on **Friday the 5<sup>th</sup> December 2025** at the registered office of the company the result of the voting based on the Scrutinizer's report and have it declared.
  - (ii) The results immediately on declaration along with the scrutinizer's report will be displayed at the registered office of the company, placed on the company's website [www.ponnisugars.com](http://www.ponnisugars.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) and also communicated to NSE and BSE forthwith.
  - (iii) Subject to receipt of requisite number of votes, the resolution shall be deemed have been passed on the last date of remote e-voting i.e. **04.12.2025**.

## **(E) Help Centre**

1. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
2. Person responsible to address the grievances connected with the facility for e-Voting:

Name: Mr. Nitin Kunder / Ms. Asawari Kalokhe / Mr Rakesh Dalvi

Address: Central Depository Services (India) Ltd  
A wing, 34/35 Floor, Marathon Futurex,  
Mafatlal Mill Compounds,  
N M Joshi Marg, Lower Parel (East),  
Mumbai - 400013

Email ID: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

Phone No. 022-62343333 / 62343626 / 62343624 / 62343611

Toll Free : 1800-21-09911

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