



PONNI SUGARS (ERODE) LIMITED

CIN : L15422TN1996PLC037200

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

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 29th Annual General Meeting of the Company will be held on **Wednesday**, the **11th June 2025** at 11.00 AM through Video Conference/ Other Audio Visual Means (VC / OAVM) to transact the following business.

ORDINARY BUSINESS

1. Adoption of Financial Statements

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that the Audited Financial Statements for the financial year 2024-25 and the reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted.”

2. Dividend declaration

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that

- (i) a dividend of ₹ 3.00 (Rupees Three only) per Equity Share for the financial year 2024-25 be and is hereby declared on the 8598418 Equity Shares of ₹ 10/- each fully paid-up;
- (ii) the dividend be paid to the shareholders whose names appear in the Register of Members of the company in the case of physical holding and to the beneficial owners of shares recorded with the Depositories in the case of demat holding as per details to be furnished by the National Securities Depository Ltd/ Central Depository Services (India) Ltd as on Friday, the 30th May 2025 (Record date).”

3. Reappointment of retiring Director

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED that Mrs Bharti Chhotubhai Pithawalla (DIN: 00341382) who retires by rotation, be and is hereby reappointed as a Director of the company, liable to retire by rotation.”

SPECIAL BUSINESS

4. Appointment of Secretarial Auditor

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013, the Rules and Regulations framed thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] and in terms of the recommendation of Audit Committee and Board of Directors of the Company (the Board), the approval of the shareholders be and is hereby accorded to appoint M/s V Suresh Associates, Practising Company Secretaries (Unique Identification No.P2016TN053700) as Secretarial Auditors of the company for a term (audit period) of five consecutive financial years from 2025-26 to 2029-30;

RESOLVED FURTHER that the Board be and is hereby authorized (i) to vary the remuneration for the Secretarial Auditor from time to time on assessment of role and responsibilities (ii) 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.”

5. Remuneration to Cost Auditor

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that the Company do hereby confirm and ratify in terms of Section 148 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the remuneration approved by the Board of Directors on the recommendations of the Audit Committee for M/s S Mahadevan & Co., Cost Accountants (Firm Registration No.000007), for conducting the audit of cost records of the Company for the financial year 2025-26 at ₹ 2,00,000/- (Rupees Two Lakh only) plus GST and reimbursement of travel and out of pocket expenses incurred for purpose of such audit.”

(By Order of the Board)

For **PONNI SUGARS (ERODE) LIMITED**

Chennai
9th May 2025

R Madhusudhan
Company Secretary &
Compliance Officer

NOTES:

1. AGM thro VC/OAVM:

Ministry of Corporate Affairs (“MCA”) vide its Circular dated 19.09.2024 in continuation of its earlier circulars on the subject has allowed companies to hold their Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) till 30th September 2025.

Accordingly, the 29th AGM of the Company will be held through VC / OAVM (e-AGM) and shareholders can attend and participate in the e-AGM through VC/ OAVM only. The deemed venue of the e-AGM will be registered office of the company.

2. Quorum / Proxy form / Attendance slip

A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a shareholder of the company.

However, as this AGM is being held through VC / OAVM, physical attendance of shareholders is dispensed with. Accordingly, the facility for appointment of proxies by the shareholders is not applicable for this e-AGM. Hence the proxy form and attendance slip are not being annexed to this Notice and the resultant requirement for submission of proxy forms does not arise.

The presence of shareholders through VC / OAVM will be reckoned for the purpose of quorum under Section 103 of the Act.

Corporate shareholders entitled to appoint authorized representatives are requested to send a duly certified copy of Board Resolution authorizing their representative(s) to attend and vote at the e-AGM, pursuant to Section 113 of the Companies Act, 2013 (“the Act”).

3. Particulars of Directors

Particulars of Director seeking reappointment pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI-LODR) and Secretarial Standards-2 on General Meetings is given in Appendix-A that forms part of this Notice.

4. Explanatory Statement / Special Business

Statement pursuant to Section 102(1) of the Act in respect of the Special Business and Regulation 17 (1A) of the SEBI-LODR in respect of Special Resolution to be transacted at the meeting is annexed hereto.

5. Record date for Dividend

The record date for the purpose of determining shareholders who are eligible to receive dividend for FY 2024-25 is fixed on **Friday, the 30th May 2025**.

6. Dividend Payment

Dividend on declaration will be paid on or before 18.06.2025 (Wednesday).

Shareholders are advised to refer to ‘Shareholder information’ section of the Corporate Governance Report (page 56 of the Annual Report) for details



on dividend entitlement, payment options, tax on dividend and procedure for claiming tax exemption.

7. Unclaimed Dividend

Unclaimed Dividend for over 7 years will be transferred to the Investor Education and Protection Fund. Shareholders may refer to page 57 of the Annual Report and lodge their claim, if any, immediately.

Shares in respect of which dividend has not been paid or claimed for seven consecutive years or more had been transferred to Investor Education and Protection Fund. Shareholders may refer to page 57 of the Annual Report for details.

8. Attending e-AGM

The Company has appointed Central Depository Services (India) Limited (CDSL), to provide VC / OAVM facility. The detailed procedure and manner for participating in e-AGM through VC / OAVM is given in Appendix-B.

9. Voting Process

Shareholders can cast their votes through remote e-Voting in advance or at the AGM through e-Voting. Remote e-Voting period commences from **Saturday, the 7th June 2025** (10.30 AM) and ends on **Tuesday, the 10th June 2025** (5.00 PM).

The cut-off date for the purpose of determining shareholders who are eligible for e-voting is fixed as **Wednesday, the 4th June 2025**. The detailed process and instructions are given in Appendix-C.

10. Mailing of AGM Notice & Annual Report

In deference to extant MCA / SEBI circulars, Notice of AGM and the Annual Report for FY 2024-25 are being sent only by electronic mode to shareholders whose email address is registered either with the Depository Participants (DP) or the Registrar & Transfer Agent (RTA). Further, in accordance with amended Regulation 36 (1)(b) of SEBI-LODR, letter providing the web-link, including the exact path, where complete details of the Annual Report for FY 2024-25 of our company is available is being sent

to those Shareholders who have not registered their email address with the Company. Shareholders holding shares in Physical / demat form who have not registered their email address with the Company can get the same registered as per the procedure given (refer S.No.11).

The AGM Notice and Annual Report are available on the websites of the Company www.ponnisugars.com, Stock Exchanges i.e. BSE Ltd www.bseindia.com and National Stock Exchange of India Ltd www.nseindia.com. The AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and e-Voting System during the AGM) www.evotingindia.com.

11. Procedure for obtaining the Annual Report, AGM Notice and e-Voting instructions by shareholders whose email addresses are not registered with the DPs/ RTA

Shareholders are advised to register/ update their email address and mobile number immediately, in case they have not done so earlier:

- In case of shares held in demat mode, with their respective DPs.
- In case of shares held in physical mode, by accessing the link <https://investors.cameoindia.com> or by email to the RTA at investor@cameoindia.com with details of Folio number and attaching a self-attested copy of PAN card.
- After due verification, the Company/ RTA will send login credentials for attending the AGM and voting to the registered email address.

12. Inspection of documents

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred in notice will be available for inspection in electronic mode. Shareholder can send an email for this purpose to admin@ponnisugars.com.

**Statement pursuant to Section 102(1) of the Companies Act, 2013 and
Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations 2015 forming part of the Notice.**

Item No.3

Reappointment of retiring Director

Mrs. Bharti Chhotubhai Pithawalla (DIN: 00341382) aged 77 years, is a Promoter and Director of our Company. She holds 500466 equity shares constituting 5.82% in the company.

Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (SEBI-LODR) requires special resolution to be passed for the appointment or continuance of a person who has attained the age of 75 years in the directorship of a company. Accordingly, the shareholders of the Company at the 26th Annual General Meeting held on 20th July 2022 had appointed Mrs. Bharti Chhottubhai Pithawalla as director of the Company liable to retire by rotation, by passing Special Resolution.

Mrs. Bharti Chhottubhai Pithawalla retires at this Annual General Meeting and is eligible for reappointment. She is quite active and alert at this age and in the opinion of the Board, she is suitable for being continued as a director of the Company. Mrs. Bharti Chhottubhai Pithawalla is not debarred from holding the office of director by virtue of any order of SEBI or any other authority. Information required under Regulation 36(3) of SEBI-LODR is given in Appendix-A that forms part of this Notice.

Except Mrs. Bharti Chhottubhai Pithawalla, no other director or key managerial personnel of the Company or their relatives are concerned or interested financially or otherwise, in this item of business.

The Board recommends the Special Resolution set out in Item No.3 of the Notice for approval of the shareholders.

Item No.4

Appointment of Secretarial Auditor

M/s V Suresh Associates, Practising Company Secretaries is a registered partnership firm having

extensive experience of more than 20 years in providing Secretarial and legal services. They are the Secretarial Auditors of our company ever since the applicability of Sec 204(1) of the Companies Act, 2013, (01.04.2014) to our company, which mandates Secretarial audit. M/s V Suresh Associates holds a peer review certificate (Certificate No. 6366/2025) valid up to 31.01.2030 issued by the Peer Review Board of Institute of Company Secretaries of India.

The Board of Directors (the Board) at their meeting held on 09th May 2025 based on recommendation of the Audit Committee, have recommended to the shareholders to appoint M/s V Suresh Associates, Practising Company Secretaries (Unique Identification No. P2016TN053700) as Secretarial Auditors of the company for a term (audit period) of five consecutive financial years from 2025-26 to 2029-30 (01.04.2025 to 31.03.2030). The proposed remuneration of Secretarial Auditor for Financial Year 2025-26 is ₹ 2,00,000/- (Rupees two lakhs only) plus GST, travel and out of pocket expenses for issuing both Secretarial Audit Report and Secretarial Compliance Report. The remuneration for following four financial years (2026-27 to 2029-30) will be determined by the Board in due course on assessment of role and responsibilities as and when need arises.

The company has received the written consent from M/s V Suresh Associates confirming their eligibility for appointment of Secretarial Auditors under Regulation 24A of SEBI (LODR) Regulation, 2015 and Companies Act, 2013.

None of the directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in this item of business.

Considering the past performance, expertise and experience of M/s V Suresh Associates, the Board recommends the Ordinary Resolution set out in Item No. 4 of the Notice for approval of the shareholders.



Item No.5

Remuneration to Cost Auditor

The Company is engaged in two business segments namely Sugar and Cogeneration. It maintains cost accounting records and get them audited under the provisions of the Companies Act, 2013 (the Act).

While the remuneration for the audit of cost records is determined by the Board of Directors on the recommendations of Audit Committee, it will have to be ratified by the shareholders at the following General Meeting.

The Board of Directors have appointed M/s S Mahadevan & Co., Cost Accountants (Firm Registration No.000007) for the audit of cost records of the company for the financial year 2025-26 pertaining to both Sugar and Cogen segments and approved the remuneration at ₹ 2,00,000/- (Rupees Two Lakhs only), based on the recommendation of the Audit Committee.

It is now placed for the ratification of shareholders in accordance with Section 148 (3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014.

No director or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in this item of business.

The Board recommends the Ordinary Resolution set out in Item No.5 of the Notice for ratification of the shareholders.

(By Order of the Board)

For **PONNI SUGARS (ERODE) LIMITED**

Chennai
9th May 2025

R Madhusudhan
Company Secretary &
Compliance Officer

Appendix 'A'

Details of the Director seeking reappointment at the 29th Annual General Meeting

[Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of Director seeking re-appointment	Mrs Bharti Chhotubhai Pithawalla
DIN	00341382
Date of Birth / (Age)	26.02.1948 (77)
Qualification	G C E- O Level, OND – Business Studies
Experience & Expertise	Global experience in family business
Terms & conditions of re-appointment	She is proposed to be re-appointed as Non-independent and Non-executive director liable to retire by rotation
Remuneration proposed to be paid	Sitting fee and Commission as decided by Board within the ceiling approved by shareholders
Remuneration last drawn (FY 2024-25)	Sitting Fee - ₹ 1,00,000 Commission - ₹ 3,00,000
Date of first appointment on the Board	01.02.2013 to 27.10.2017 (first term) and from 06.05.2022 till date
Shareholding in the company	500466 Equity Shares (5.82%)
Relationship with other directors, manager and key managerial personnel	Nil
Number of Board meetings attended during the year	5 (100%)
Other Directorships	NIL
Memberships / Chairmanship of Committees in other companies	NIL
Resignation of directorships from listed entities during past three years	Nil



Procedure for participation in the 29th AGM through VC/ OAVM

1. The Company has engaged CDSL to provide VC/ OAVM facility to its shareholders for participation in the e-AGM.
2. Shareholders will be able to attend the e-AGM by using their e-Voting login credentials.
3. Facility to join the meeting will open 30 minutes before the scheduled time of the e-AGM and will be kept open throughout the proceedings of the e-AGM.
4. Shareholders desiring to express their views/ ask questions during the meeting may register themselves as a speaker. Request for this may be made to admin@ponnisugars.com on or before **Saturday, the 7th June 2025** (5.00 PM).
5. Only those shareholders who have registered themselves as a speaker will be allowed to express their views or ask questions at the e-AGM. The company reserves the right to restrict the number of questions and number of speakers depending upon the availability of time for conduct of the e-AGM.
6. Shareholders who do not wish to speak during the AGM but have queries or views may send the same in advance to the company in the same manner stated above. Their queries will be replied suitably by the company through email.
7. Shareholders are advised to quote their Name, DP ID- Client ID and Folio No. in all their communications.
8. Recorded transcript of the e-AGM will be uploaded on the website of the Company as soon as possible.

Help Center

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL or in physical mode	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 0911
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000

Shareholders may also refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under 'help' section.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 0911

Appendix 'C'

Voting Process & Instructions

A) Remote e-Voting Facility

1. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, the company is pleased to provide to its shareholders the facility to exercise their right to vote at the 29th Annual General Meeting (AGM) on resolutions proposed to be considered thereat by electronic means. For this purpose, "remote e-Voting" facility is offered whereby a shareholder can cast his vote using an electronic system from a place of his choice.
2. The Remote e-Voting facility is offered through e-Voting services provided by Central Depository Services (India) Limited (CDSL).
3. Remote e-Voting commences on **Saturday, the 7th June 2025** (10.30 AM) and ends on **Tuesday, the 10th June 2025** (5.00 PM). The e-Voting portal will thereupon be blocked by CDSL.

(B) Login for Remote e-Voting / joining the meeting

I Demat Holders

1. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 (rescinded by SEBI vide Master Circular dated November 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 and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access 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-voting Service Providers (ESPs).
3. Pursuant to said SEBI Circular, Login for e-Voting and joining virtual meetings for shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on Login icon and New System Myeasi Tab. 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on Login icon and New System Myeasi Tab and click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.



Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility – <ol style="list-style-type: none"> (a) Please visit the e-Services website of NSDL https://eservices.nsdl.com (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. (c) Enter your User ID and Password. (d) After successful authentication, you will see e-Voting services. (e) Click on “Access to e-Voting” under e-Voting services and you will see e-Voting page. (f) Click on company name or e-Voting service provider name. (g) You will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Alternatively, the user can directly visit the e-Voting website of NSDL https://www.evoting.nsdl.com/. <ol style="list-style-type: none"> (a) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. (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. (c) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. (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 or joining virtual meeting and e-voting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<ol style="list-style-type: none"> 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. 2) After successful login, you will be able to see e-Voting option. 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. 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 or joining virtual meeting & voting during the meeting.

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

5. Registration of e-mail with DPs

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

1. *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), AADHAAR (self-attested scanned copy of Aadhaar card) by email to Company/RTA email id.
2. *For Demat shareholders:* Please update your email id & mobile no. with your respective Depository Participant (DP).
3. *For Individual Demat shareholders:* Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

II. Login method for e-voting and joining virtual meeting for Physical shareholders & Non individual shareholders

1. Log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your User ID - :
 - I. For CDSL: 16 digits beneficiary ID
 - II. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - III. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
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 and voted on an earlier e-voting of any company, then your existing password is 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 use the sequence number sent by Company/RTA or contact Company/ RTA.
Dividend Bank Details OR 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 also to be 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 resolutions 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 “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (iv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (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 votes 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 & 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 and register themselves in the “Corporates” 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.
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 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(D) Voting at e-AGM

1. Shareholders who could not vote through remote e-voting may avail the e-voting system provided at the e-AGM by CDSL. The procedure is the same as mentioned for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If a shareholder casts his vote in the e-AGM without being present, his vote will be treated as invalid.
4. In case of joint holders attending the meeting, only the joint holder who is higher in the order of names will be entitled to vote at the e-AGM.
5. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

(E) General Instructions

1. The cut-off date for the purpose of e-voting has been fixed as **Wednesday, the 4th June 2025**. Shareholders holding shares as on this date alone are entitled to vote under either mode.
2. In case of persons who have acquired shares and become shareholders of the company after the dispatch of AGM Notice and holding shares as on cut-off date, the company would be mailing the 29th Annual Report for 2024-25 to their registered email address as and when they become shareholders. They may follow the same procedure for voting.
3. Voting rights of shareholders shall be in proportion to their shareholding in the company as on the cut-off date of **Wednesday, the 4th June 2025**.
4. In case a shareholder by inadvertence or otherwise has voted under both options, his voting by Remote e-Voting only will be considered.
5. Mr A S Kalyanaraman, Practicing Chartered Accountant (Membership No. 201149) failing him Mr N Basker, Practicing Chartered Accountant

(Membership No. 207226) have been appointed as the Scrutinizer.

6. The Scrutinizer will after the conclusion of voting at the e-AGM:

- (i) First unblock and count the votes cast at the e-AGM through e-voting.
- (ii) Then unblock the votes cast through Remote e-Voting.
- (iii) Both the above will be done in the presence of two witnesses not in the employment of the company.
- (iv) Make a consolidated Scrutinizer's report (integrating the votes cast at the meeting & through Remote e-Voting) of the total votes cast in favour or against, to the Chairman.

(v) The Scrutinizer's report as above would be made soon after the conclusion of e-AGM and in any event not later than three days from the conclusion of the meeting.

7. Voting Results

- i) The Chairman or a person authorised by him in writing will authenticate the result of the voting based on the Scrutinizer's report and have it declared.
- (ii) The results declared along with the scrutinizer's report will be placed on the company's website www.ponnisugars.com and on the website of CDSL www.evotingindia.com immediately after the result is declared and also communicated to NSE and BSE.
- (iii) Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of e-AGM.

Request to Shareholders

The Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 requires the Company to keep the Register of Members in Form No. MGT-1. As compared to the Register of Members under the old Act, the new Law calls for certain additional information to be recorded. In order that the Company is facilitated to comply with same, shareholders are requested to send the following information for updating their records in our Register of Members:

- | | |
|------------------------------------|---|
| i) Name of the member | vii) Father/ Mother/ Spouse name |
| ii) Folio/ DP ID - Client ID | viii) Occupation |
| iii) Email address | ix) Status |
| iv) Permanent Account Number (PAN) | x) Nationality |
| v) CIN (in the case of company) | xi) In case of minor, name of guardian and date of birth of minor |
| vi) Unique Identification Number | xii) Instructions, if any for sending Notice etc. |

For shareholders holding shares in physical form

As an ongoing measure to enhance the ease of doing business for investment, SEBI vide its circular dated 03.11.2021 has prescribed common and simplified forms for processing any service requests.

SEBI vide its Master circular dated 07.05.2024 to RTAs stated that the folios without PAN, KYC details and Nomination (made optional vide SEBI circular dated 10.06.2024) shall be eligible to lodge any grievance or avail service request and for payment including dividend only through electronic mode w.e.f 01.04.2024 and intimation on the same to be sent by the listed companies. Based on the above Master Circular, the company had sent communication through RTA on 02.07.2024 to identified holders of physical securities where PAN & KYC details are not updated, intimating them to update PAN & KYC details as per SEBI circulars and only after updation of the same, they will receive dividend in electronic mode.