



PONNI SUGARS (ERODE) LIMITED

CIN : L15422 TN1996 PLC037200
Regd. Office: ESVIN House, No.13, Rajiv Gandhi Salai (OMR)
Perungudi, Chennai 600 096.
Phone : 044 - 39279300 Fax : 044 - 24960156
E-mail : admin@ponnisugars.com Website : www.ponnisugars.com



PEL / SH / 102

25.07.2018

National Stock Exchange of India Ltd
Exchange plaza, 5th Floor
Flat No.C / 1 G Block
Bandra-Kurla Complex
Bandra East, Mumbai 400 051

BSE Ltd
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400001

Trading Symbol: **PONNIERODE**

Scrip Code: **532460**

Dear Sirs,

Subject: *Disclosure of Voting Results of the 22nd Annual General Meeting of Ponni Sugars (Erode) Limited held on 25th July 2018, as per the requirements of Regulation 44 (3) of the Listing Regulations.*

The Company offered the following voting facilities for all the Four (4) resolutions proposed in the 22nd Annual General Meeting held on 25.07.2018:

- a) Remote e-voting in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014.
- b) Voting on Poll at the venue of AGM pursuant to Rule 20 (4) (iii) (B) of the Companies (Management and Administration) Rules 2014

The details of the voting results of the 22nd Annual General Meeting of the Company held on 25th July 2018 are enclosed (Annex-1) in the format prescribed under Regulation 44 (3) of the Listing Regulations read with SEBI Circular dt.4th November 2015.

Thanking you

Yours truly


N Ramanathan
Managing Director

Encl: As above

Details of Voting Results

Date of AGM:	25.07.2018
Total number of shareholders on Cut-off date (ie.18 th July 2018)	8450
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group:	6
Public:	340
Total	346
No. of shareholders attended the meeting through Video conferencing	Not arranged

The mode of voting for all resolutions was:

- E-voting (commenced on 21st July 2018 (10.30 AM) and closed on 24th July 2018 (5 PM)
- Poll (conducted on 25th July 2018 at the Meeting).

Passing of resolutions at the 22nd AGM held on 25th July 2018 is on the basis of combined votes under e-voting and Poll. All the Four resolutions were passed with requisite majority. The Agenda-wise voting results is enclosed (**Annx-2**).

PONNI SUGARS (ERODE) LIMITED

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

Voting Results of the Resolutions passed at the 22nd AGM

Date of the AGM				25.7.2018			
Total no. of shareholders on record date				8450			
No. of shareholders present in the meeting either in person or through proxy							
Promoters and Promoter Group:				6			
Public:				340			
No. of shareholders present in the meeting through video conferencing				Not Arranged			
Promoters and Promoter Group:							
Public:							
Agenda-wise disclosure (to be disclosed separately for each agenda item)							
1. Adoption of Financial Statements for FY 2017 - 18							
Resolution required: (Ordinary / Special)							
Whether promoter / promoter group are interested in the agenda / resolution?							

Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]x100	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes polled (6)=[(4)/(2)]x100	% of Votes against on Votes polled (7)=[(5)/(2)]x100
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]x100	(4)	(5)	(6)=[(4)/(2)]x100	(7)=[(5)/(2)]x100
	Poll	3,642,537	3,642,537	100.00	3,642,537	-	100.00	-
	Total	3,642,537	3,642,537	100.00	3,642,537	-	100.00	-
Public - Institutions	E-Voting	2,124,319	-	0.00	-	-	-	-
	Poll	2,124,319	-	0.00	-	-	-	-
	Total	2,124,319	-	0.00	-	-	-	-
Public - Non-Institutions	E-Voting	2,831,562	64,451	2.28	64,451	-	100.00	-
	Poll	2,831,562	1,096	0.04	1,096	-	100.00	-
	Total	2,831,562	65,547	2.31	65,547	-	100.00	-
Total		8,598,418	3,708,084	43.13	3,708,084	-	100.00	-

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2. Dividend declaration for FY 2017 - 18									
Resolution required: (Ordinary / Special)									
Whether promoter / promoter group are interested in the agenda / resolution									
No									
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]x100	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes polled (6)=[(4)/(2)]x100	% of Votes against on Votes polled (7)=[(5)/(2)]x100	
Promoter and Promoter Group	E-Voting	(1) 3,642,537	(2) 3,642,537	100.00	(4) 3,642,537	(5) -	100.00	-	-
	Poll	3,642,537	-	0.00	-	-	-	-	-
	Total	3,642,537	3,642,537	100.00	3,642,537	-	100.00	-	-
Public - Institutions	E-Voting	2,124,319	-	0.00	-	-	-	-	-
	Poll	2,124,319	-	0.00	-	-	-	-	-
	Total	2,124,319	-	0.00	-	-	-	-	-
Public - Non-Institutions	E-Voting	2,831,562	64,451	2.28	64,451	-	100.00	-	-
	Poll	2,831,562	1,096	0.04	1,096	-	100.00	-	-
	Total	2,831,562	65,547	2.31	65,547	-	100.00	-	-
Total		8,598,418	3,708,084	43.13	3,708,084	-	100.00	-	-

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3.Reappointment of retiring Director - Mr Bimal K Poddar									
Resolution required: (Ordinary / Special)					Special				
Whether promoter / promoter group are interested in the agenda / resolution									
Yes									
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]x100	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes polled (6)=[(4)/(2)]x100	% of Votes against on Votes polled (7)=[(5)/(2)]x100	
		(1)	(2)	(3)=[(2)/(1)]x100	(4)	(5)	(6)=[(4)/(2)]x100	(7)=[(5)/(2)]x100	
Promoter and Promoter Group	E-Voting	3,642,537	3,642,537	100.00	3,642,537		100.00		-
	Poll	3,642,537	-	0.00	-	-	-		-
	Total	3,642,537	3,642,537	100.00	3,642,537	-	100.00		-
Public - Institutions	E-Voting	2,124,319	-	0.00			-		-
	Poll	2,124,319	-	0.00	-	-	-		-
	Total	2,124,319	-	0.00	-	-	-		-
Public - Non-Institutions	E-Voting	2,831,562	64,451	2.28	64,451		100.00		-
	Poll	2,831,562	1,096	0.04	1,096	-	100.00		-
	Total	2,831,562	65,547	2.31	65,547	-	100.00		-
Total		8,598,418	3,708,084	43.13	3,708,084	-	100.00		-

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Scrutinizer's Report on E-voting

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014]

To

The Chairman of 22nd Annual General Meeting of
Ponni Sugars (Erode) Limited
held on 25th July 2018 at 10.30 AM

Dear Sir,

1. I, A.S.Kalyanaraman, Practicing Chartered Accountant (Membership No.201149) have been appointed by the Board of Directors of Ponni Sugars (Erode) Limited (the company) by resolution passed at their meeting held on 25th May 2018 as a Scrutinizer for the purpose of scrutinizing the remote e-voting (e-voting) process in terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of the Listing Regulations, on the resolutions proposed in the Notice for the 22nd Annual General Meeting (AGM) of the company to be held on 25th July 2018 at New Woodlands Hotel Pvt Ltd, 72-75 Dr Radhakrishnan Road, Mylapore, Chennai 600004.
2. The management of the company is responsible for compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting on the resolutions proposed in the Notice for the 22nd AGM of the company. My responsibility as a Scrutinizer for the e-voting process is restricted to scrutinize the voting and remote e-voting process in a fair and transparent manner and make the Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Ltd (CDSL), the authorized agency to provide e-voting facilities, engaged by the company.
3. I have accordingly scrutinized the e-voting process followed by the company and verified the following to my satisfaction:
 - i) The 22nd Annual Report of the company for financial year 2017-18, containing inter alia the Notice for AGM and the attached note describing e-voting process was sent by the company to its shareholders by Professional Couriers on 28th June 2018.

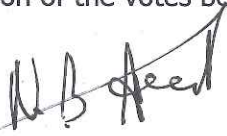
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- ii) The Notice as above was sent to shareholders who were members of the company being entitled to vote on the resolutions.
- iii) Soft copy of Annual Report were sent members whose email ids were registered with the company or the respective Depository Participants on 28.6.2018. In addition, printed copy of annual report were sent to such members upon their request.
- iv) The company published requisite advertisement in Business Standard and Makkal Kural on 30.06.2018 of the dispatch of AGM Notice and specifying requisite information in accordance with Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014.
- v) The company has also informed the shareholders through the AGM Notice and published advertisement that in addition to e-voting, they will have the alternative options to vote on a polling paper at the AGM.

4. Further to the above, I submit my report as under:

- i) The e-voting process, based on checks and verification conducted by me, has been carried out by the company in a fair and transparent manner.
- ii) Persons who have acquired shares and become members of the company after the dispatch of AGM Notice were duly advised of the process to obtain the login ID and password.
- iii) The e-voting remained open from Saturday, the 21st July 2018 (10.30 AM) to Tuesday, the 24th July 2018 (5.00 PM).
- iv) The members of the company on the "cut off" date ie.18th July 2018 were given the facility to electronically vote on the 4 resolutions proposed for the 22nd AGM.
- v) The relevant portal for casting votes by the members of the company was blocked by CDSL at the close of voting period, namely, 24th July 2018 (5.00 PM).
- vi) The votes cast were unblocked on Wednesday, the 25th July 2018 in the presence of two witnesses, namely Mr N R Suresh, Practising Chartered Accountant and Mr Chella K Srinivasan, Practising Chartered Accountant. The two witnesses have signed below in confirmation of the votes being unblocked in their presence.

Signature:



Name: N R Suresh

Signature:



Name: Chella K Srinivasan

- vii) Thereafter, the details containing, inter alia the list of equity shareholders who voted electronically 'for' and 'against' was downloaded from the e-voting website of CDSL, ie. www.evotingindia.co.in
5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. Based on the reports as above, I hereby furnish the result of the e-voting in respect of each of the 4 resolutions proposed for the 22nd AGM of the company in Annx-1 hereto which shall form an integral part of this Report.
7. The Register, all other papers and the relevant records pertaining to electronic voting, would remain in my custody until the Chairman considers, approves and signs the minutes of the 22nd AGM. Thereupon I shall handover same to the Company Secretary for safe keeping.

Thanking you

Yours faithfully



A.S.Kalyanaraman
Practicing Chartered Accountant
Membership No.201149

Chennai
25th July 2018



Countersigned by Chairman

Scrutinizer's Report on E-voting

(Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014)

Name of the Company : Ponni Sugars (Erode) Limited
Meeting : 22nd Annual General Meeting

Date : 25.7.2018

Venue : New Woodlands Hotel Pvt Ltd, 72-75 Dr Radhakrishnan Road, Mylapore, Chennai 600004

Resolution No.	Description	Votes For		Vote %	Votes Against			Invalid Votes	
		No. of members	No. of shares/ votes		No. of members	No. of shares/ votes	Vote %	No. of members	No. of shares/ votes
1	Adoption of Financial Statement FY 2017-18 - Ordinary Resolution	28	37,06,988	100	0	0	0	0	0
2	Declaration of Dividend on Equity Shares - Ordinary Resolution	28	37,06,988	100	0	0	0	0	0
3	Reappointment of retiring Director Mr Bimal K Poddar - Special Resolution	28	37,06,988	100	0	0	0	0	0
4	Remuneration to Cost Auditor for FY-18-19 - Ordinary Resolution	28	37,06,988	100	0	0	0	0	0

Note: Vote % is based on total number of valid votes cast (for and against)

Chennai
25th July 2018



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Countersigned by Chairperson



A.S. Kalyanaraman
Practicing Chartered Accountant
Membership No.201149

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to Section 109 of the companies Act, 2013 read with Rule 21 (2) of the Companies (Management and Administration) Rules 2014]

To

The Chairman of 22nd Annual General Meeting of
Ponni Sugars (Erode) Limited
held on 25th July 2018 at 10.30 AM

Dear Sir,

I, A.S.Kalyanaraman, Practicing Chartered Accountant (Membership No.201149) appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 22nd Annual General Meeting of Ponni Sugars (Erode) Limited, held on 25th July 2018 at 10.30 AM at New Woodlands Hotel Pvt Ltd, 72-75 Dr Radhakrishnan Road, Mylapore, Chennai 600004, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was 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

I did not find any poll paper incomplete or otherwise defective to treat the poll paper invalid.



4. The result of the Poll is as under :

(a) Resolution No.1 – Adoption of Financial Statements FY 2017-18 – Ordinary Resolution

(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
46	1096	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

(b) Resolution No.2 – Declaration of Dividend – Ordinary Resolution

(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
46	1096	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

- Resolution No.3 Reappointment of retiring Director – Mr Bimal K Poddar - Special Resolution

(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
46	1096	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

Resolution No.4 – Remuneration to Cost Auditor for FY 2018-19 – Ordinary Resolution

(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
46	1096	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

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5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you

Chennai
25.7.2018



Countersigned by Chairman

Yours faithfully

A.S.Kalyanaraman
Practicing Chartered Accountant
Membership No.201149