

**Consolidated Scrutinizer's Report on Remote e-voting and e- voting  
at the Annual General Meeting**

[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 24<sup>th</sup> Annual General Meeting of  
Ponni Sugars (Erode) Limited held at 11.00 AM on 19<sup>th</sup> August 2020  
thro Video Conference / Other Audio Visual Means

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 a resolution passed at their meeting held on 14<sup>th</sup> July 2020 as a Scrutinizer for the purpose of scrutinizing the remote e-voting & e-voting at the Annual General Meeting 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 24<sup>th</sup> Annual General Meeting (AGM) of the company to be held on 19<sup>th</sup> August 2020 thro Video Conference / Other Audio Visual Means. The deemed venue of the meeting is the Registered Office of the Company viz: No 13 Rajiv Gandhi Salai (OMR), Perungudi, Chennai 600096.
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 24<sup>th</sup> AGM of the company. My responsibility as a Scrutinizer for the e-voting process is restricted to scrutinize the process for remote e-voting and e-voting at the AGM 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:

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- i) In compliance to the MCA Circulars dt.8<sup>th</sup> April'20, 13<sup>th</sup> April'20, 5<sup>th</sup> May '20 and SEBI Circular dt.12<sup>th</sup> May'20, the soft copy of the 24<sup>th</sup> Annual Report of the company for financial year 2019-20, containing inter alia the Notice for AGM and the statement describing e-voting process was sent by the company to all its shareholders who have registered their email id's, on 21<sup>st</sup> July 2020.
- ii) The Notice as above was sent to shareholders who were members of the company being entitled to vote on the resolutions.
- iii) As required under the above MCA Circulars, the company published requisite advertisement in Business Standard and Makkal Kural on 17.07.2020 before mailing the annual report and on 23.07.2020 after mailing the annual report 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.
- iv) The company has also informed the shareholders through the AGM Notice and published advertisement that in addition to remote e-voting, they will have the alternative option to vote at the AGM venue thro e-voting .

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 15<sup>th</sup> August 2020 (10.30 AM) to Tuesday, the 18<sup>th</sup> August 2020 (5.00 PM).
- iv) The members of the company on the "cut off" date ie.12<sup>th</sup> August 2020 were given the facility to electronically vote on the 6 resolutions proposed for the 24<sup>th</sup> 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, 18<sup>th</sup> August 2020 (5.00 PM).
- vi) After conclusion of voting at AGM on 19.8.2020, the votes cast at AGM were first unblocked and then the votes cast through remote e-voting were unblocked in the presence of two witnesses, namely Mr V Subramonia Pillai and Mr S G Ravi. The two

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witnesses have signed below in confirmation of the votes being unblocked in their presence.

Signature: 

Name: V Subramonia Pillai

Signature: 

Name: S G Ravi

- 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](http://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 generated by CDSL as above and relied upon by me , I hereby furnish the result of the remote e-voting and e-voting at the AGM in respect of each of the 6 resolutions proposed for the 24<sup>th</sup> 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 24<sup>th</sup> 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  
19<sup>th</sup> August 2020

UDIN - 20201149AAAAAL9413



Countersigned by Managing Director