



BANNARI AMMAN SUGARS LIMITED

Regd. Office : 1212, Trichy Road Coimbatore - 641 018 Tamilnadu India
Phone : 91 - 422 - 2204100 Fax : 2309999 (Sales) 2204222 (Purchase) 2204233 (Accounts)
E-Mail : bascbe@bannari.com Website : www.bannari.com CIN : L15421TZ1983PLC001358

SEC/MAIL/2019

\\ BY COURIER\\

04.10.2019

National Stock Exchange of India Ltd Exchange Plaza C-1, Block G Bundera-Kurla Complex, Bandra (E) Mumbai 400051	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001
NSE CODE : BANARISUG ISIN No. : INE459A01010	BSE CODE : 500041 ISIN No. : INE459A01010

Dear Sirs,

Sub: Compliance of Regulation 30 read with Part A of Schedule III of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015.

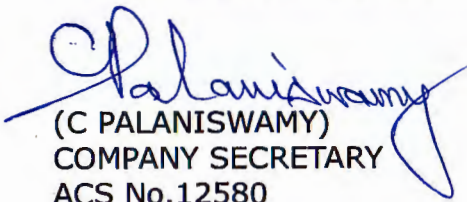
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With reference to the above, we submit herewith a certified copy of the minutes of
the 35th Annual General Meeting of our company held on 12.09.2019.

Kindly take it on record.

Thanking you,

Yours faithfully,
For BANNARI AMMAN SUGARS LIMITED


(C PALANISWAMY)
COMPANY SECRETARY
ACS No.12580

Encl:

MINUTES OF THE 35TH ANNUAL GENERAL MEETING OF BANNARI AMMAN SUGARS LIMITED HELD AT JENNEYS RESIDENCY, 2/2 AVINASHI ROAD CIVIL AERODROME POST COIMBATORE 641 014 ON THURSDAY THE 12TH DAY OF SEPTEMBER, 2019 AT 4.30 P.M.

Directors Present:

1. Sri S V Balasubramaniam - Chairman
2. Sri B Saravanan - Managing Director
3. Sri A K Perumalsamy - Director
4. Sri E P Muthukumar - Director
5. Sri T Gundan - Director
6. Dr M P Vijayakumar - Director
7. Dr Radha Ramani - Director

Members Present:

1. Individual members including Directors holding shares	: 34
2. Corporate Members through Representatives	: 7
3. Members Represented by proxy	: 2

In Attendance: Sri C Palaniswamy - Company Secretary

In Presence:

1. Sri P K Nagarajan - Partner, M/s P K Nagarajan & Co., Statutory Auditors
2. Sri C Thirumurthy - Scrutiniser
3. Sri M Ramprabhu - Chief Financial Officer

Sri M P Vijayakumar, Chairman - Audit Committee, Nomination and remuneration Committee, CSR Committee and Sri T Gundan Chairman of Stakeholders' Committee were present at the meeting.

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and other documents referred in the notice of 35th Annual General Meeting were kept open for inspection by the members during the meeting.

Sri S V Balasubramaniam, Chairman presided over the meeting. The requisite quorum being present, the Chairman declared the meeting as properly constituted and called the meeting to order. The meeting commenced at 4.35 P.M.

The Chairman welcomed the members.



With the consent of the members, the Notice of Annual General Meeting, the Audited Financial Statements for the year ended 31st March, 2019, Directors' Report and Annexures thereto were taken as read. The Chairman informed the members that the Statutory Auditors' Report and Secretarial Auditors' Report did not contain any qualifications or observations and with the permission of the shareholders the said reports were taken as read.

Thereafter the Chairman invited Sri B Saravanan, Managing Director to address the meeting. The Managing Director in his speech gave an overview of World Sugar Industry Scenario, Indian Sugar Industry, cane availability, sugar stock etc., He also pointed out the operational and financial performance of the company.

The Chairman then informed the members that in compliance with the provisions of the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has provided to members the facility to exercise their voting through electronic means. The remote e-voting facility commenced at 9.00 A.M. on 08.09.2019 and ended at 5.00 P.M. on 11.9.2019. Further the Chairman informed that the facility of voting through ballot paper was available at the meeting for the members who had not exercised their vote through electronic mode.

The Chairman informed the members about the business to be transacted at the meeting. As per notice convening 35th Annual General Meeting of the Company, the following business were transacted at the meeting. Resolution Nos.1 to 3 and 8 were Ordinary Resolutions and Resolution Nos.4 to 7 were Special Resolutions:

- 1 Adoption of Audited Financial Statements of the company for the financial year ended March 31, 2019, Reports of the Board of Directors and Auditors thereon
- 2 Declaration of Dividend at the rate of Rs.10/- per share on 1,25,39,700 equity shares of Rs.10/- each
- 3 Appointment of Director in the place of Sri S V Balasubramaniam, Director (DIN:00002405) who retires by rotation and being eligible offers himself for re-appointment.
- 4 Re-appointment of Sri E P Muthukumar (DIN:00003740) as Independent Director for a second term of 5 (five) consecutive years pursuant to the provisions of Sections 149,152 read with Schedule IV and other applicable provisions of the Companies Act,2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV and Regulation 17(1A) and other applicable provisions of SEBI (LODR) Regulations 2015
- 5 Re-appointment of Sri M P Vijayakumar (DIN:05103089) as Independent Director for a second term of 5 (five) consecutive years pursuant to the provisions of Sections 149,152 read with Schedule IV and other applicable provisions of the Companies Act,2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV and Regulation 17(1A) and other applicable provisions of SEBI (LODR) Regulations 2015



- 6 Re-appointment of Sri A K Perumalsamy (DIN:00313769) as Independent Director for a second term of 5 (five) consecutive years pursuant to the provisions of Sections 149,152 read with Schedule IV and other applicable provisions of the Companies Act,2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV and Regulation 17(1A) and other applicable provisions of SEBI (LODR) Regulations 2015
- 7 Re-appointment of Sri T Gundan (DIN:00624804) as Independent Director for a second term of 5 (five) consecutive years pursuant to the provisions of Sections 149,152 read with Schedule IV and other applicable provisions of the Companies Act,2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV and Regulation 17(1A) and other applicable provisions of SEBI (LODR) Regulations 2015
- 8 Ratification of Remuneration payable to Cost Auditor of the Company

The Chairman further said that the Board has appointed M/s C Thirumurthy & Associates, Company Secretaries as Scrutinizers to scrutinize e-voting process as well as voting at the AGM in a fair and transparent manner.

The Chairman requested Sri C Thirumurthy, M/s C Thirumurthy & Associates, Scrutinizers to conduct voting and submit his report. He informed the members that the voting results will be made available on the website of the company viz. www.bannari.com and CDSL viz. www.cdslindia.com and the stock exchanges within 24 hours of the conclusion of the meeting.

Thereafter the members and proxies present exercised their voting by ballot. On completion of voting, the meeting concluded at 5.30 P.M. with a vote of thanks.

RESULT OF VOTING

On 12th September, 2019 evening Sri C Thirumurthy, Scrutinizer has submitted his consolidated report on voting through remote e-voting and voting held at the Annual General Meeting to the Chairman. The Chairman has declared the results of voting on 12th September, 2019 at 9.00 PM and informed that all the resolutions set out in the notice of 35th Annual General Meeting were passed with requisite majority as detailed below and authorised the Company Secretary to communicate the results to the Stock Exchanges and to upload the same in the website of the company.

Ordinary Business:

Item No.1: Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors thereon (Ordinary Resolution)

RESOLVED that the audited financial statements of the company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon as circulated to the members and presented to the meeting be and are hereby adopted.

Voting details on the above resolution:



Promoter/Public	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]X100	(4)	(5)	(6)=[(4)/(2)]X100	(7)=[(5)/(2)]X100
Promoter and Promoter group	7360276	7360276	100	7360276	0	100	0
Public – Institutional holders	2170674	17709	0.82	17709	0	100	0
Public - Others	3008750	5298	0.18	5298	0	100	0
Total	12539700	7383283	58.88	7383283	0	100	0

The above ordinary resolution was passed with requisite majority.

Item No.2: Declaration of Dividend on equity shares (Ordinary Resolution)

RESOLVED that a dividend at the rate of Rs.10/- (Rupees Ten only) per equity share as recommended by the Board of Directors be and is hereby declared on 1,25,39,700 equity shares of Rs.10/- each for the year ended March 31, 2019 and that the same be paid to the members whose names appeared in the Register of Members of the company as on 12th September, 2019 and in the Register of beneficial owners maintained by the depositories as at the close of business hours on 5th September, 2019.

Voting details on the above resolution:

Promoter/Public	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]X100	(4)	(5)	(6)=[(4)/(2)]X100	(7)=[(5)/(2)]X100
Promoter and Promoter group	7360276	7360276	100	7360276	0	100	0
Public – Institutional holders	2170674	17709	0.82	17709	0	100	0
Public - Others	3008750	5298	0.18	5298	0	100	0
Total	12539700	7383283	58.88	7383283	0	100	0

The above ordinary resolution was passed with requisite majority.

Item No.3: Appointment of Director in the place of Sri S V Balasubramaniam, Director (DIN: 00002405) who retires by rotation and being eligible offers himself for re-appointment (Ordinary Resolution)

RESOLVED that Sri S V Balasubramaniam, Director (DIN:00002405) who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as Director of the Company.



Voting details on the above resolution:

Promoter/Public	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]X100	(4)	(5)	(6)=[(4)/(2)]X100	(7)=[(5)/(2)]X100
Promoter and Promoter group	7360276	7360276	100	7360276	0	100	0
Public - Institutional holders	2170674	17709	0.82	17709	0	100	0
Public - Others	3008750	5298	0.18	5298	0	100	0
Total	12539700	7383283	58.88	7383283	0	100	0

The above ordinary resolution was passed with requisite majority.

Item No.4: Re-appointment of Sri E P Muthukumar as Independent Director for a second term of 5 (five) consecutive years from 15.09.2019 to 14.09.2024

RESOLVED that pursuant to the provisions of Sections 149,152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV and Regulation 17(1A) and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications(s) or re-enactment thereof for the time being in force) Sri E P Muthukumar (DIN:00003740) who was appointed as an Independent Director at the 30th Annual General Meeting of the Company and holds such office upto 14th September, 2019 and who is eligible for re-appointment on passing of Special Resolution be and is hereby re-appointed as an Independent Director of the company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years from 15th September, 2019 to 14th September, 2024.

Voting details on the above resolution:

Promoter/Public	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]X100	(4)	(5)	(6)=[(4)/(2)]X100	(7)=[(5)/(2)]X100
Promoter and Promoter group	7360276	7360276	100	7360276	0	100	0
Public - Institutional holders	2170674	17709	0.82	4857	12852	27.43	72.57
Public - Others	3008750	5298	0.18	5298	0	100	0
Total	12539700	7383283	58.88	7370431	12852	99.82	0.18

The above special resolution was passed with requisite majority.



Item No.5: Re-appointment of Sri M P Vijayakumar as Independent Director for a second term of 5 (five) consecutive years from 15.09.2019 to 14.09.2024

RESOLVED that pursuant to the provisions of Sections 149,152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV and Regulation 17(1A) and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications(s) or re-enactment thereof for the time being in force) Sri M P Vijayakumar (DIN:05103089) who was appointed as an Independent Director at the 30th Annual General Meeting of the Company and holds such office upto 14th September, 2019 and who is eligible for re-appointment on passing of Special Resolution be and is hereby re-appointed as an Independent Director of the company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years from 15th September, 2019 to 14th September, 2024.

Voting details on the above resolution:

Promoter/ Public	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] X100	(4)	(5)	(6)=[(4)/ (2)]X100	(7)=[(5)/ (2)]X100
Promoter and Promoter group	7360276	7360276	100	7360276	0	100	0
Public - Institutional holders	2170674	17709	0.82	17709	0	100	0
Public - Others	3008750	5298	0.18	5298	0	100	0
Total	12539700	7383283	58.88	7383283	0	100	0

The above special resolution was passed with requisite majority.

Item No.6: Re-appointment of Sri A K Perumalsamy as Independent Director for a second term of 5 (five) consecutive years from 15.09.2019 to 14.09.2024

RESOLVED that pursuant to the provisions of Sections 149,152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV and Regulation 17(1A) and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications(s) or re-enactment thereof for the time being in force) Sri A K Perumalsamy (DIN:00313769) who was appointed as an Independent Director at the 30th Annual General Meeting of the Company and holds such office upto 14th September, 2019 and who is eligible for re-appointment on passing of Special Resolution be and is hereby re-appointed as an Independent Director of the company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years from 15th September, 2019 to 14th September, 2024.

Voting details on the above resolution:



Promoter/ Public	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] X100	(4)	(5)	(6)=[(4)/ (2)]X100	(7)=[(5)/ (2)]X100
Promoter and Promoter group	7360276	7360276	100	7360276	0	100	0
Public - Institutional holders	2170674	17709	0.82	4857	12852	27.43	72.57
Public - Others	3008750	5298	0.18	5298	0	100	0
Total	12539700	7383283	58.88	7370431	12852	99.83	0.17

The above special resolution was passed with requisite majority.

Item No.7: Re-appointment of Sri T Gundan as Independent Director for a second term of 5 (five) consecutive years from 15.09.2019 to 14.09.2024

RESOLVED that pursuant to the provisions of Sections 149,152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV and Regulation 17(1A) and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications(s) or re-enactment thereof for the time being in force) Sri T Gundan (DIN:00624804) who was appointed as an Independent Director at the 30th Annual General Meeting of the Company and holds such office upto 14th September, 2019 and who is eligible for re-appointment on passing of Special Resolution be and is hereby re-appointed as an Independent Director of the company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years from 15th September, 2019 to 14th September, 2024.

Voting details on the above resolution:

Promoter/ Public	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] X100	(4)	(5)	(6)=[(4)/ (2)]X100	(7)=[(5)/ (2)]X100
Promoter and Promoter group	7360276	7360276	100	7360276	0	100	0
Public - Institutional holders	2170674	17709	0.82	0	17709	0	100
Public - Others	3008750	5298	0.18	5298	0	100	0
Total	12539700	7383283	58.88	7365574	17709	99.76	0.24

The above special resolution was passed with requisite majority.



Item No.8: Ratification of Remuneration payable to Cost Auditor of the Company (Ordinary Resolution)

RESOLVED that pursuant to Section 148 and other applicable provisions if any of the Companies Act 2013 and the Rules made there under and pursuant to the recommendations of the Audit Committee of the Board the remuneration of Rs.2,00,000/- (Rupees two lakhs only) (plus applicable GST and out of pocket expenses if any for purpose of audit) payable to Sri M Nagarajan (Membership No.F-6384) Cost Accountant as approved by the Board of Directors for conducting the audit of Cost Accounting Records of the company for the financial year ending 31st March 2020 be and is hereby ratified and confirmed.

Voting details on the above resolution:

Promoter/ Public	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	$(3) = \frac{(2)}{(1)} \times 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} \times 100$	$(7) = \frac{(5)}{(2)} \times 100$
Promoter and Promoter group	7360276	7360276	100	7360276	0	100	0
Public - Institutional holders	2170674	17709	0.82	17709	0	100	0
Public - Others	3008750	5298	0.18	5298	0	100	0
Total	12539700	7383283	58.88	7383283	0	100	0

The above ordinary resolution was passed with requisite majority.

Entered on : 25.09.2019

Sd/xx
(S V BALASUBRAMANIAM)
CHAIRMAN
DIN : 00002405

Entered by :

Sd/xx
(C PALANISWAMY)
Company Secretary
ACS No : 12580

Date: 25.09.2019

Place: COIMBATORE

CERTIFIED TRUE COPY

For BANNARI AMMAN SUGARS LTD

C. Palaniswamy
(C. PALANISWAMY)
COMPANY SECRETARY
ACS No : 12580

