

**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 25<sup>th</sup> Annual General Meeting of  
Ponni Sugars (Erode) Limited held at 11.00 AM on 20<sup>th</sup> July 2021  
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 7<sup>th</sup> May 2021 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 25<sup>th</sup> Annual General Meeting (AGM) of the company to be held on 20<sup>th</sup> July 2021 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 25<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 Circular dt.13<sup>th</sup> January'21 and SEBI Circular dt. 15<sup>th</sup> January'21, the soft copy of the 25<sup>th</sup> Annual Report of the company for financial year 2020-21, 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 24<sup>th</sup> June 2021.
- 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 19.06.2021 before mailing the annual report and on 26.6.2021 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 Friday, the 16<sup>th</sup> July 2021 (10.00 AM) to Monday, the 19<sup>th</sup> July 2021 (5.00 PM).
- iv) The members of the company on the "cut off" date ie.13<sup>th</sup> July 2021 were given the facility to electronically vote on the 4 resolutions proposed for the 25<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, 19<sup>th</sup> July 2021 (5.00 PM).
- vi) After conclusion of voting at AGM on 20.7.2021, the votes cast at AGM and the the votes cast through remote e-voting were unblocked simultaneously in the presence of two

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witnesses, namely Mr G Swaminathan and Mr A Babu. The two witnesses have signed below in confirmation of the votes being unblocked in their presence.

Signature: 

Name: G Swaminathan

Signature: 

Name: A Babu

- 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, if any, 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 4 resolutions proposed for the 25<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 25<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

UDIN 21201149AAAAAR9501

Chennai  
20<sup>th</sup> July 2021



Countersigned by Managing Director



# 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



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20.7.2021

National Stock Exchange of India Ltd  
Exchange plaza, 5<sup>th</sup> 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 25<sup>th</sup> Annual General Meeting of Ponni Sugars (Erode) Limited held on 20<sup>TH</sup> July 2021, 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 25<sup>th</sup> Annual General Meeting held on 20.07.2021:

- 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) E-Voting at the venue of AGM pursuant to MCA Circulars dt.13.01.2021 and Rule 20 (4) (iii) (B) of the Companies (Management and Administration) Rules 2014

The details of the voting results of the 25<sup>th</sup> Annual General Meeting of the Company held on 20<sup>th</sup> July 2021 are enclosed (**Annex-1**) in the format prescribed under Regulation 44 (3) of the Listing Regulations read with SEBI Circular dt.4<sup>th</sup> November 2015.

Thanking you

Yours truly

N Ramanathan  
Managing Director

Encl: As above

Details of Voting Results

Date of AGM:	20.07.2021
Total number of shareholders on Cut-off date (i.e.13 <sup>th</sup> July 2021)	10902
No. of shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group: Public: Total	Not applicable
No. of shareholders attended the meeting through Video conferencing Promoter and Promoter Group: Public: <b>Total</b>	 5 54 <b>59</b>

The mode of voting for all resolutions was:

- a) Remote E-voting - commenced on 16<sup>th</sup> July 2021 (10.00 AM ) and closed on 19<sup>th</sup> July 2021 (5 PM)
- b) E-Voting at the AGM Venue (conducted on 20<sup>th</sup> July 2021 at the Meeting).

Passing of resolutions at the 25<sup>th</sup> AGM held on 20<sup>th</sup> July 2021 is on the basis of combined votes under remote e-voting and e-voting at the AGM Venue. 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 25th AGM convened thro Video Conference								
<b>Date of the AGM</b>				20.07.2021				
<b>Total no. of shareholders on record date</b>				10902				
<b>No. of shareholders present in the meeting either in person or through proxy</b>								
Promoters and Promoter Group:				Not applicable				
Public:								
<b>No. of shareholders present in the meeting through video conferencing</b>								
Promoters and Promoter Group:				5				
Public:				54				
<b>Agenda-wise disclosure (to be disclosed separately for each agenda item)</b>								
<b>1. Adoption of Financial Statements for FY 2020 - 21</b>								
Resolution required: (Ordinary / Special)			Ordinary					
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	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	Remote E-Voting	3642537	3142071	86.26	3142071	0	100.00	0
	E-Voting at AGM Venue	3642537	0	0	0	0	0.000	0
	<b>Total</b>	<b>3642537</b>	<b>3142071</b>	<b>86.26</b>	<b>3142071</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
Public - Institutions	Remote E-Voting	2124319	0	0	0	0	0	0
	E-Voting at AGM Venue	2124319	0	0	0	0	0	0
	<b>Total</b>	<b>2124319</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public - Non-Institutions	Remote E-Voting	2831562	30115	1.06	30115	0	100.00	0.00
	E-Voting at AGM Venue	2831562	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>2831562</b>	<b>30115</b>	<b>1.06</b>	<b>30115</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>8598418</b>	<b>3172186</b>	<b>36.89</b>	<b>3172186</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

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2. Dividend declaration for FY 2020 - 21								
Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter / promoter group are interested in the agenda / resolution		Yes - to the extent of shareholding						
Category	Mode of Voting	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	Remote E-Voting	3642537	3142071	86.26	3142071	0	100.00	0
	E-Voting at AGM Venue	3642537	0	0	0	0	0.000	0
	<b>Total</b>	<b>3642537</b>	3142071	86.26	3142071	0	100.00	0
Public - Institutions	Remote E-Voting	2124319	0	0	0	0	0	0
	E-Voting at AGM Venue	2124319	0	0	0	0	0	0
	<b>Total</b>	<b>2124319</b>	0	0	0	0	0	0
Public - Non-Institutions	Remote E-Voting	2831562	30115	1.06	30115	0	100.00	0.00
	E-Voting at AGM Venue	2831562	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>2831562</b>	30115	1.06	30115	0	100.00	0.00
<b>Total</b>		<b>8598418</b>	<b>3172186</b>	<b>36.89</b>	<b>3172186</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

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<b>3.Reappointment of retiring Director - Mr Bimal K Poddar</b>								
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	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	Remote E-Voting	3642537	3142071	86.26	3142071	0	100.00	0
	E-Voting at AGM Venue	3642537	0	0	0	0	0.000	0
	<b>Total</b>	<b>3642537</b>	3142071	86.26	3142071	0	100.00	0
Public - Institutions	Remote E-Voting	2124319	0	0	0	0	0	0
	E-Voting at AGM Venue	2124319	0	0	0	0	0	0
	<b>Total</b>	<b>2124319</b>	0	0	0	0	0	0
Public - Non-Institutions	Remote E-Voting	2831562	30115	1.06	29336	779	97.41	2.59
	E-Voting at AGM Venue	2831562	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>2831562</b>	30115	1.06	29336	779	97.41	2.59
<b>Total</b>		<b>8598418</b>	<b>3172186</b>	<b>36.89</b>	<b>3171407</b>	<b>779</b>	<b>99.98</b>	<b>0.02</b>

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4.Remuneration to Cost Auditor								
Resolution required: (Ordinary / Special)		Ordinary						
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	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	Remote E-Voting	3642537	3142071	86.26	3142071	0	100.00	0
	E-Voting at AGM Venue	3642537	0	0	0	0	0.000	0
	<b>Total</b>	<b>3642537</b>	3142071	86.26	3142071	0	100.00	0
Public - Institutions	Remote E-Voting	2124319	0	0	0	0	0	0
	E-Voting at AGM Venue	2124319	0	0	0	0	0	0
	<b>Total</b>	<b>2124319</b>	0	0	0	0	0	0
Public - Non-Institutions	Remote E-Voting	2831562	30115	1.06	29679	436	98.55	1.45
	E-Voting at AGM Venue	2831562	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>2831562</b>	30115	1.06	29679	436	98.55	1.45
<b>Total</b>		<b>8598418</b>	<b>3172186</b>	<b>36.89</b>	<b>3171750</b>	<b>436</b>	<b>99.99</b>	<b>0.01</b>
Place: Chennai		Countersigned by Managing Director			A S Kalyanaram			
Date: 20.07.2021					Practising Chartered Accountant			
					Membership No: 201149			
					UDIN 21201149AAAAAR9501			