

SL/SE/3449/2016

28.9.2016

Dear Sirs,

We submit herewith the following with respect to 54<sup>th</sup> Annual General Meeting (AGM) of the Company held on Tuesday, 27<sup>th</sup> September 2016 at its Registered Office at Sakthinagar-638315, Bhavani Taluk, Erode District, Tamil Nadu:

- 1. Voting Results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 2. Scrutinizer's combined Report on remote E-voting and by ballot at the AGM pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.
- 3. A copy of the result declared by the Executive Chairman of the Company on the voting by remote E-voting and by ballot at the AGM.

Thanking you,

Yours faithfully

For SAKTHI SUGARS LIMITED

Chief Financial Officer & Company Secretary

Encl: As above.

To: BSE Ltd P.J.Towers Dalal Street Mumbai – 400 001

THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED Exchange Plaza, 5<sup>th</sup> Floor, Plot No.C/1, G-Block, Bandra Kurla Complex, Bandra (East), MUMBAI – 400 051



#### **Voting Results**

Date of the AGM	27-09-2016
Total number of shareholders on record date	41126
No. of shareholders present in the meeting either in person or through proxy:	242
Promoters and Promoter Group	6
Public	236
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group Public	N.A

Resolution requ	uired: (Ordinary/Spec	cial)				Ordinary I	Resolution	
Whether promo	oter/promoter group a	re interested in the	agenda/resolu	tion		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
<u> </u>		(1)	(2)	(3)=[(2)/(1)]*10	(4)	(5)	(6)=[(4)/(2)*100]	(7)=[(5)/(2)*10
Promoter and	E-Voting	-	0	0.00	0	0	0.00	0.00
Promoter	Poll	72103177	71714098	99.46	71714098	0	100.00	0.00
Group	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	72103177	71714098	99.46	71714098	0	100.00	0.00
Public	E-Voting		424000	1.78	424000	0	100.00	0.00
Institutions	Poll	23827765	0	0	0	0	0	0.00
	Postal Ballot		N.A	N.A	N.A_	N.A	N.A_	N.A
	Total	23827765	424000	1.78	424000	0	100.00	0.00
Public Non	E-Voting		7251	0.03	7151	100	98.62	1.38
Institutions	Poll	22918094	290791	1.27	290751	.40	99.99	0.01
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	22918094	298042	1.30	297902	140	99.95	0.05
Total		118849036	72436140	60.95	72436000	140	99.999	0.001

The above resolution was declared to have been passed as an Ordinary Resolution with requisite majority.



Item No. 2:	Re-appointment of Sri M. Manickam (holding DIN 00102233) as a Director on retirement by rotation.								
Resolution required: (Ordinary/Special)							Ordinary Resolution		
Whether promo	oter/promoter group a	re interested in the	agenda/resolu	tion		No	- 1		
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)]*10 0	(4)	(5)	(6)=[(4)/(2)*100 ]	(7)=[(5)/(2)*100	
Promoter and	E-Voting		0	0.00	0	0	0.00	0.00	
Promoter	Poil	72103177	71714098	99.46	71714098	0	100.00	0.00	
Group	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A	
	Total	72103177	71714098	99.46	71714098	0	100.00	0.00	
Public	E-Voting		424000	1.78	424000	0	100.00	0.00	
Institutions	Poll	23827765	0	0	0	0	0	0.00	
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A	
	Total	23827765	424000	1.78	424000	0	100.00	0.00	
Public Non	E-Voting		7251	0.03	7251	0	100.00	0.00	
Institutions	Poil	22918094	290791	1.27	290751	40	99.99	0.01	
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A	
	Total	22918094	298042	1.30	298002	40	99.99	0.01	
Total		118849036	72436140	60.95	72436100	40	99.999	0.001	

The above resolution was declared to have been passed as an Ordinary Resolution with requisite majority.

Item No. 3:	Ratification of the Statutory Auditors	appointment of M of the Company.	/s P.N. Raghav	endra Rao & Co ((I	ICAI Registration	No.FRN003	328S), Chartered A	Accountants as
Resolution requ	uired : (Ordinary/Spec	cial)				Ordinary f	Resolution	
Whether promi	oter/promoter group a	are interested in the	agenda/resolu	tion		No	1-10-	
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)]*10 0	(4)	(5)	(6)=[(4)/(2)*100 ]	(7)=[(5)/(2)*100
Promoter and	E-Voting		0	0.00	0	0	0.00	0.00
Promoter	Poll	72103177	71714098	99.46	71714098	0	100.00	0.00
Group	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	72103177	71714098	99.46	71714098	0	100.00	0.00
Public	E-Voting		424000	1.78	424000	0	100.00	0.00
Institutions	Poll	23827765	0	0	0	0	0	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	23827765	424000	1.78	424000	0	100.00	0.00
Public Non	E-Voting		7251	0.03	7151	100	98.62	1.38
Institutions	Poll	22918094	290791	1.27	290751	40	99.99	0.01
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	22918094	298042	1.30	297902	140	99.95	0.05
Total		118849036	72436140	60.95	72436000	140	99.999	0.001

The above resolution was declared to have been passed as an Ordinary Resolution with requisite majority.



Item No. 4:	Ratification of the	payment of remune	ration to Cost A	Auditors of the Com	pany for the fin	ancial year e	nding 31" March 2	017.
Resolution required : (Ordinary/Special)						Ordinary Resolution		
Whether promo	oter/promoter group a	are interested in the	agenda/resolu	tion		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)]*10 0	(4)	(5)	(6)=[(4)/(2)*100 _]	(7)=[(5)/(2)*100
Promoter and	E-Voting		0	0.00	0	0	0.00	0.00
Promoter	Poli	72103177	71714098	99.46	71714098	0	100.00	0.00
Group	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
•	Total	72103177	71714098	99.46	71714098	0	100.00	0.00
Public	E-Voting		424000	1.78	424000	0	100.00	0.00
Institutions	Poll	23827765	0	0	0	0	0	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	23827765	424000	1.78	424000	0	100.00	0.00
Public Non	E-Voting		7251	0.03	7151	100	98.62	1.38
Institutions	Poli	22918094	290791	1.27	290791	0	100.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	22918094	298042	1.30	297942	100	99.97	0.03
Total		118849036	72436140	60.95	72436040	100	99.999	0.001

The above resolution was declared to have been passed as an Ordinary Resolution with requisite majority.

Item No. 5 :	Authorization to do	onate and contribut	e a sum/sums i	not exceeding in its	aggregate Rs.20	lakhs (Rupe	es twenty lakhs on	ıyı.
Resolution required: (Ordinary/Special)						Ordinary Resolution		
Whether promo	oter/promoter group a	are interested in the	agenda/resolu	tion		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)]*10 0	(4)	(5)	(6)=[(4)/(2)*100 ]	(7)=[(5)/(2)*100
Promoter and	E-Voting		0	0.00	0	0	0.00	0.00
Promoter	Poll	72103177	71714098	99.46	71714098	0	100.00	0.00
Group	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
0.00#	Total	72103177	71714098	99.46	71714098	0	100.00	0.00
Public	E-Voting		424000	1.78	424000	0	100.00	0.00
Institutions	Poll	23827765	0	0	0	0	0	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	Ņ.A	N.A
	Total	23827765	424000	1.78	424000	0	100.00	0.00
Public Non	E-Voting		7251	0.03	7051	200	97.24	2.76
Institutions	Poll	22918094	290791	1.27	290501	290	99.90	0.10
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	22918094	298042	1.30	297552	490	99.84	0.16
Total		118849036	72436140	60.95	72435650	490	99.999	0.001

The above resolution was declared to have been passed as an Ordinary Resolution with requisite majority.

Chief Financial Officer & Company Secretary

### MDS & Associates

**Company Secretaries in Practice** 

### M.D. Selvaraj M Com MBA FCS

"SURYA", 35, Mayflower Avenue, Sowripalayam Road, Coimbatore 641028.

Phone: 0422-2318780, 2316755, Fax: 0422-2314792, E-mail: mds@mdsservices.in, Web: www.mdsservices.in

### COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND BALLOT AT THE 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

54th Annual General Meeting of the Equity Shareholders of

M/s. SAKTHI SUGARS LIMITED

(L15421TZ1961PLC000396)

Held on Tuesday, the 27th September 2016, at 2.45 p m

Sakthi Nagar - 638315,

Bhavani Taluk,

**Erode District** 

Dear Sir,

Sub: Passing of Resolution through Remote E-voting Process and Ballot conducted at the 54th Annual General Meeting of M/s. SAKTHI SUGARS LIMITED held on 27th September, 2016.

I, M D Selvaraj, FCS Proprietor of M/s. MDS & Associates, Company Secretaries, Coimbatore have been appointed by the Board of Directors of M/s. SAKTHI SUGARS LIMITED ("the Company") as a Scrutinizer for the remote e-voting process held from Saturday, the 24th day of September, 2016 at 9:00 AM to Monday, the 26th of September 2016 till 5:00 PM and for the Ballot taken at the 54th Annual General Meeting of the Company held on Tuesday, the 27th September 2016, at 2.45 p m at Sakthi Nagar-638315, Bhavani Taluk, Erode District, Tamil Nadu, India on the Resolution(s) set out under Item No.1 to Item No.5 in the Notice convening the said 54th Annual General Meeting dated 12th August, 2016.

#### Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through remote e-voting process and through Ballot process, on the Resolution(s) as set out in the Notice convening the 54th Annual General Meeting dated 12th August, 2016.

#### Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the voting through Ballot at the 54<sup>th</sup>Annual General Meeting, is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) set out under Item No.1 to Item No.5 in the Notice convening the 54<sup>th</sup>Annual General Meeting, based on the reports generated from the e-voting portal provided by the Central Depository Services (India) Limited (CDSL), the Authorised Agency engaged by the Company for providing the remote e-voting facility and also at the time of Ballot taken at the 54<sup>th</sup>Annual General Meeting.

Further, in addition to the above, I submit my report as under;

- a. The Notice dated 12th August, 2016 convening the Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 27th September, 2016.
- b. The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company.
- c. The shareholders of the Company holding shares as on the "Cut-Off" date i.e. 20thSeptember, 2016, were entitled to vote electronically on the proposed Resolutions as set out under Item No.1 to Item No.5 in the Notice convening the 54thAnnual General Meeting of the Company.
- d. The members were required to cast their votes electronically, conveying their Assent/Dissent against the Ordinary Resolution(s) as set out in the Notice convening the 54<sup>th</sup>Annual General Meeting of the Company dated 12<sup>th</sup> August, 2016, by logging on to the e-voting platform (www.evotingindia.co.in) provided by the Central Depository Services (India) Limited (CDSL).
- e. The remote e-voting period commenced on Saturday, the 24th day of September, 2016 at 9:00 AM and ended on Monday, the 26th day of September 2016 at 5:00 pm and the remote e-voting platform (www.evotingindia.co.in) provided by the Central Depository Services (India) Limited (CDSL) was blocked thereafter.

- f. Members who attended the Annual General Meeting and have not exercised their voting rights through e-voting were provided the facility to vote at the meeting using the ballot form provided at the venue of the meeting.
- g. I, as the Scrutinizer, unblocked the votes cast through remote e-voting on 27<sup>th</sup> day of September, 2016 at 5.49 pm, in the presence of Mr. A. Selten Jayaraj (the undersigned as Witness No.1) and Ms. V Daisy (the undersigned as Witness No.2), who are not in employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 as amended.

Witness No.1

Witness No.2

Name: Mr.A.SELTEN JAYARAJ

Name: Ms. V DAISY

- h. Thereafter, the details containing inter alia the list of Equity Shareholders of the Company, who have cast "for" or "against" each of the Resolution(s) that were put to vote, were generated from the e-voting portal of Central Depository Services (India) Limited (CDSL).
- i. After conclusion of the Annual General Meeting, the locked Ballot Boxes were opened in my presence and Ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company.

Based on the above, I hereby submit my Consolidated Report on the Result of the remote -voting together with that of the Ballot in respect of the said Resolution(s), as under;

#### **ORDINARY BUSINESS**

#### **RESOLUTION NO: 1**

#### ORDINARY RESOLUTION

Adoption of the Audited Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon

#### VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted in favour through remote e-voting and Ballot at AGM	Number of Votes Cast in Favour	Percentage of Total Number of valid Votes Cast
Remote E- Voting	18	4,31,151	99.98
Ballot at AGM	194	7,20,04,849	100.00
Total Voting	212	7,24,36,000	100.00

#### VOTES CAST AGAINST THE RESOLUTION

Mode of Voting		Number of Votes Cast against	Percentage of Total Number of valid Votes Cast
Remote E- Voting	1	100	0.02
Ballot at AGM	1	40	Negligible
Total Voting	2	140	Negligible

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast
Remote E-Voting	0	0
Ballot at AGM	29	9047
Total Voting	29	9047

#### **ORDINARY BUSINESS**

#### **RESOLUTION NO: 2**

#### ORDINARY RESOLUTION

Re-appointment of Sri M. Manickam (holding DIN 00102233) as a Director on retirement by rotation

#### VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted in favour through remote e-voting and Ballot at AGM	Number of Votes Cast in favour	Percentage of Total Number of valid Votes Cast
Remote E- Voting	19	4,31,251	100.00
Ballot at AGM	194	7,20,04,849	100.00
Total Voting	213	7,24,36,100	100.00

#### VOTES CAST AGAINST THE RESOLUTION

Mode of Voting		Number of Votes Cast against	Percentage of Total Number of valid Votes Cast
Remote E- Voting	0	0	0.00
Ballot at AGM	1	40	Negligible
Total Voting	1	40	Negligible

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast	
Remote E-Voting	0	0	
Ballot at AGM	29	9047	
<b>Total Voting</b>	29	9047	



#### **ORDINARY BUSINESS**

#### **RESOLUTION NO: 3**

#### ORDINARY RESOLUTION

Ratification of the appointment of M/s P.N. Raghavendra Rao & Co ((ICAI Registration No.FRN003328S), Chartered Accountants as Statutory Auditors of the Company

#### VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted in favour through remote e-voting and Ballot at AGM	Number of Votes Cast in favour	Percentage of Total Number of valid Votes Cast
Remote E- Voting	18	4,31,151	99.98
Ballot at AGM	194	7,20,04,849	100.00
Total Voting	212	7,24,36,000	100.00

#### VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	l .	Number of Votes Cast against	Percentage of Total Number of valid Votes Cast
Remote E- Voting	1	100	0.02
Ballot at AGM	1	40	Negligible
Total Voting	2	140	Negligible

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of V Cast	Votes
Remote E-Voting	0	0	
Ballot at AGM	29	9047	
Total Voting	29	9047	



#### **SPECIAL BUSINESS**

#### **RESOLUTION NO: 4**

#### ORDINARY RESOLUTION

Ratification of the payment of remuneration to Cost Auditors of the Company for the financial year ending  $31^{\rm st}$  March 2017

#### VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of	Number of Votes	Percentage of
	Members Voted in favour through remote e-voting and Ballot at AGM	Cast in favour	Total Number of valid Votes Cast
Remote E- Voting	18	4,31,151	99.98
Ballot at AGM	195	7,20,04,889	100.00
Total Voting	213	7,24,36,040	100.00

#### VOTES CAST AGAINST THE RESOLUTION

Mode of Voting		Number of Votes Cast against	Percentage of Total Number of valid Votes Cast
Remote E- Voting	1	100	0.02
Ballot at AGM	0	0	0.00
Total Voting	1	100	Negligible

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast	
Remote E-Voting	0	0	
Ballot at AGM	29	9047	
Total Voting	29	9047	



#### **SPECIAL BUSINESS**

#### **RESOLUTION NO: 5**

#### ORDINARY RESOLUTION

Authorization to donate and contribute a sum/sums not exceeding in its aggregate Rs.20 lakhs (Rupees twenty lakhs only)

#### VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted in favour through remote e-voting and Ballot at AGM	Number of Votes Cast in favour	Percentage of Total Number of valid Votes Cast
Remote E- Voting	18	4,31,051	99.95
Ballot at AGM	192	7,20,04,599	100.00
Total Voting	210	7,24,35,650	100.00

#### VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	I	Number of Votes Cast against	Percentage of Total Number of valid Votes Cast
Remote E- Voting	1	200	0.05
Ballot at AGM	3	290	Negligible
Total Voting	4	490	Negligible

#### **INVALID VOTES**

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast	
Remote E-Voting	0	0	
Ballot at AGM	29	9047	
Total Voting	29	9047	

Place: Coimbatore

Date: 28th September, 2016

Yours faithfully

Less. O. IL

MDS & ASSOCIATES

Prop: M.D.SELVARAJ M.Com, MBA,FCS, COMPANY SECRETARY IN PRACTICE

FCS - 960, CP - 411

"SURYA" 35, MAYFLOWER AVENUE

JUDIL -

For SAKTHI SUGARS LIMITED



#### 54<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September 2016

#### Declaration of result of remote e-voting and voting through Ballot at the AGM

The 54<sup>TH</sup> Annual General Meeting (AGM) of the Members of the Company was held on Tuesday, 27<sup>th</sup> September 2016 at 2.45 PM at Sakthinagar-638315, Bhavani Taluk, Erode District, Tamil Nadu to transact the business mentioned in the Notice of the Annual General Meeting dated 12<sup>th</sup> August 2016.

As per Section 108 of the Companies Act, 2013, read with Rule 20 the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (LODR) Regulations, the Company had provided the members the facility of remote e-voting and voting through Ballot at the AGM.

The Board of Directors had appointed Mr.M.D.Selvaraj, FCS, Proprietor, M/s. MDS & Associates, Company Secretaries, Coimbatore as Scrutinizer to conduct the voting process in a fair and transparent manner.

The Scrutinizer has submitted his combined report on remote e-voting and voting through Ballot at the AGM by the members of the Company which is attached hereto.

The Consolidated Results as per the Scrutinizer's Report is as under:

Sl.No.	Particulars	Votes in favour of		Votes against	
		No. of shares	% of Votes	No. of shares	% of Votes
1.	Adoption of the Audited Financial Statements for the financial year ended 31st March 2016, and Board's and Auditors' Report thereon.	72436000	99.999	140	0.001
2.	Appointment of Dr.M.Manickam (DIN: 001102255) as Director on retirement.	72436100	99.999	40	0.001
3.	Ratification of appointment of M/s.P.N. Raghavendra Rao & Co., as Statutory Auditors of the Company to hold office till the conclusion of the next AGM and fixation of their remuneration.	72436000	99.999	140	0.001
4.	Ratification of the remuneration to M/s.STR & Associates, Cost Auditors for the financial year ending 31st March 2017.	72436040	99.999	100	0.001
5.	Approval for making donations/ contributions to deserving causes pursuant to Section 181 of the Companies Act, 2013.	72435650	99.999	490	0.001



Based on the Report of the Scrutinizer, all resolutions set out in the Notice of the 54<sup>th</sup> Annual General Meeting have been passed by the Shareholders as Ordinary Resolutions with requisite majority.

For SAKTHI SUGARS LIMITED

(M.MANICKAM) EXECUTIVE CHAIRMAN

Date: 28th September 2016