



# 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 /2017

25.09.2017

National Stock Exchange of India Ltd.,  
"Exchange Plaza"  
Bandra-Kurla Complex  
Bandra (E)  
Mumbai 400 051  
NSE Code : BANARISUG  
ISIN No. : INE459A01010

Bombay Stock Exchange Ltd.,  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001  
BSE Code : 500041  
ISIN No. : INE459A01010

Dear Sirs,

Sub: Proceedings and Voting Results of the 33<sup>rd</sup> Annual General Meeting

The 33<sup>rd</sup> Annual General Meeting (AGM) of the Company was held today at 4.30 P.M at Jennys Residency, 2/2, Avinashi Road, Civil Aerodrome Post, Coimbatore-641014 to transact the business stated in the Notice dated August 10, 2017, convening AGM.

In this regard, please find enclosed the following:

- (i) Summary of the proceedings of the AGM of the company as required under Regulation 30, read with Part-A of Schedule III of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ( "SEBI (LODR) Regulations, 2015" ) - Annexure-I
- (ii) Voting results of the business transacted at the AGM, as required under Regulation 44 of SEBI (LODR) Regulations, 2015 - Annexure - II
- (iii) Report of the Scrutinizer dated September 25, 2017 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 - Annexure - III

The company has uploaded the Scrutinizers' Report dated 25.09.2017 in company's website viz. [www.bannari.com](http://www.bannari.com)

This is for your information and records.

Thanking you,

Yours faithfully,  
For BANNARI AMMAN SUGARS LIMITED

  
(C PALANISWAMY)  
COMPANY SECRETARY



# BANNARI AMMAN SUGARS LIMITED

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## ANNEXURE-I

**Summary of proceedings of the 33<sup>rd</sup> Annual General Meeting of Bannari Amman Sugars Limited held at Jennys Residency 2/2, Avinashi Road, Civil Aerodrome Post, Coimbatore 641 014 on 25<sup>th</sup> September, 2017 at 4.30 P.M**

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The 33<sup>rd</sup> Annual General Meeting of Bannari Amman Sugars Limited ("the company") was held today viz. 25<sup>th</sup> September, 2017 at 4.30 P.M at Jennys Residency 2/2, Avinashi Road, Civil Aerodrome Post, Coimbatore 641 014.

Sri S V Balasubramaniam Chairman of the company chaired the meeting. All the Directors of the company were present at the meeting. After declaring the quorum to be present, the Chairman called the meeting to order. The meeting commenced at 4.35 P.M.

Sri B Saravanan, Managing Director of the company welcomed the members.

With the consent of the shareholders, the notice convening the meeting, the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2017, Directors' Report and Annexure 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.

Sri B Saravanan, Managing Director addressed the members and pointed out the operational and financial performance of the company.

Sri S V Balasubramaniam, Chairman then delivered his speech, covering the world sugar industry scenario, Indian sugar industry, sugarcane availability, sugar stock etc., He then invited the members to offer their comments. Some of the members have spoken on the working 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 22.9.2017 and ended at 5.00 P.M. on 24.9.2017. 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.

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

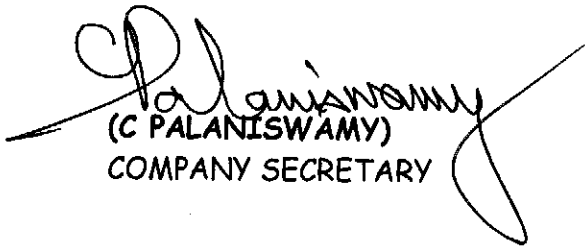
The Chairman then read out the business to be transacted at the meeting and requested Sri C Thirumurthy, M/s C Thirumurthy Associates, Scrutinizers to conduct voting and submit his report. He informed the members that the voting results will be made available on the website of the company viz. bannari.com and CDSL viz. 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 5.45 P.M. with a vote of thanks.

This is for your information and records.

Yours faithfully,

For BANNARI AMMAN SUGARS LIMITED

  
(C PALANISWAMY)  
COMPANY SECRETARY

## ANNEXURE-II

**BANNARI AMMAN SUGARS LIMITED, COIMBATORE**  
Details of Voting Results

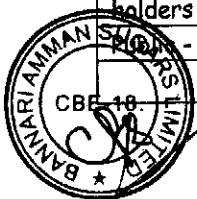
Date of AGM	25 <sup>th</sup> September, 2017
Total No. of shareholders on record date (i.e 18 <sup>th</sup> September, 2017 cut-off date for e-voting purpose)	6873
No. of shareholders present in the meeting either in person or through proxy:	51
Promoter and Promoter Group:	12
Public	39
Total	51
No. of shareholders attended the meeting through Video conferencing	Not arranged
No. of shareholders voted through e-voting	14
Mode of voting	Remote E-voting and poll at the Annual General Meeting

**Item No.1: Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors thereon as on.31.3.2017 (Ordinary 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	24977	18025	72.17	18025	0	100	0
Public - Others	5154447	48987	0.95	48987	0	100	0
<b>Total</b>	<b>12539700</b>	<b>7427288</b>	<b>59.23</b>	<b>7427288</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Item No.2: Declaration of Dividend on Equity Shares (Ordinary 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	100.00	0.00
Public - Institutional holders	24977	18025	72.17	18025	0	100	0
Public - Others	5154447	48987	0.95	48987	0	100	0
<b>Total</b>	<b>12539700</b>	<b>7427288</b>	<b>59.23</b>	<b>7427288</b>	<b>0</b>	<b>100</b>	<b>0</b>



**Item No.3: Appointment of Director in the place of Sri S V Balasubramaniam who retires by rotation and being eligible offers himself for re-appointment (Ordinary 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	100.00	0.00
Public - Institutional holders	24977	18025	72.17	18025	0	100	0
Public - Others	5154447	48987	0.95	48987	0	100	0
<b>Total</b>	<b>12539700</b>	<b>7427288</b>	<b>59.23</b>	<b>7427288</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Item No.4: Appointment of Auditors (Ordinary 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	100.00	0
Public - Institutional holders	24977	18025	72.17	17998	27	99.85	0.15
Public - Others	5154447	48987	0.95	48987	0	100	0
<b>Total</b>	<b>12539700</b>	<b>7427288</b>	<b>59.23</b>	<b>7427261</b>	<b>27</b>	<b>100</b>	<b>0</b>

**Item No.5: Ratification of Remuneration payable to Cost Auditor (Ordinary 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	100.00	0.00
Public - Institutional holders	24977	18025	72.17	18025	0	100	0
Public - Others	5154447	48987	0.95	48987	0	100	0
<b>Total</b>	<b>12539700</b>	<b>7427288</b>	<b>59.23</b>	<b>7427288</b>	<b>0</b>	<b>100</b>	<b>0</b>

All the aforesaid resolutions were passed with requisite majority.



# C THIRUMURTHY AND ASSOCIATES

Company Secretaries \*

C Thirumurrthy B Com BL FCS

69-1 LML Colony Ammankulam Road Pappanaickenpalayam Coimbatore - 641037

Phone : 0422-4214979 Mobile : 90477 82200 E-mail : mycsoffice@gmail.com

## SCRUTINIZER'S REPORT

The Chairman  
Bannari Amman Sugars Limited  
1212 Trichy Road  
Coimbatore 641 018

Dear Sir

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of The Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration Rules 2013) as amended by Companies (Management and Administration Rules 2015) and voting at the 33<sup>rd</sup> Annual General Meeting of M/s Bannari Amman Sugars Limited held at Jennys Residency 2/2 Avinashi Road Civil Aerodrome Post Coimbatore 641 014 on Monday, the 25<sup>th</sup> September 2017 at 4.30 P.M.

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1. The Board of Directors of the Company at the meeting held on 10.08.2017 has appointed me as the Scrutinizer for the purpose of scrutinizing the Remote e-voting process and polling process conducted at the AGM for all the Resolutions as set out in the Notice of the AGM.
2. In compliance with the provisions of Section 108 of The Companies Act, 2013 and Rule 20 of the Companies (Management and Administration), Rules, 2014 as amended by the Companies (Management and Administration), Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company had provided its Members the Remote e-voting facility through Central Depository Services (India) Limited (CDSL) for all the Resolutions as set out in the Notice of the said AGM.
3. Further, the facility for voting through Ballot paper was also made available at the AGM for those members / proxy holders who attended the AGM and have not cast their vote by Remote e-voting.
4. I submit my report as under:
  - 4.1 The Company has given Ballot paper to the Members who were present at the AGM held on Monday, the 25<sup>th</sup> September 2017 at 4.30 P.M. at Jennys Residency 2/2 Avinashi Road Civil Aerodrome Post Coimbatore 641 014.
  - 4.2 Particulars of all the Ballot Papers received from the Members and the votes cast by electronic mode have been entered in register maintained for the purpose.



*C. Thirumurthy*  
C. THIRUMURTHY, B.Com., B.L., FCS.,  
PRACTISING COMPANY SECRETARY  
FCS 3454 CP 5119.

4.3 The Ballot Papers were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such Ballot Papers.

4.4 The Ballot box was opened in my presence.

4.5 The Ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company as on 18.09.2017

4.6 I did not find any defaced or mutilated Ballot Papers.

4.7 The Remote e-voting period had commenced on 22.09.2017 at 9.00 A.M and ended on 24.09.2017 at 5.00 P.M.

4.8 I have also received a complete record of votes cast through electronic mode upto 5.00 P.M. on 24<sup>th</sup> September, 2017 from CDSL, the agency appointed for providing and supervising electronic platform. The votes cast were unblocked on 25.09.2017 at 6.20 P.M (IST) in the presence of the two witnesses Mr.K.Radhakrishnan and Mr.N.Ravi Kumar who are not in the employment of the Company.

4.9 The e-voting data was scrutinized by me for verification of votes cast in favour and against the Resolutions as set in the Notice of the AGM.

5. A summary of the combined voting results of the votes cast through Ballot Papers received and Remote e-voting is given as Annexure 1.

6. I have handed over the Ballot Papers and other related Papers / Registers and Records for the safe custody to the Company Secretary.

7. On the basis of the scrutiny of the votes cast by Ballot Papers and through Remote e-voting the Resolution No.1 to Resolution No.5 as set out in the Notice of the AGM have been passed by the Shareholders of the Company with the requisite majority.

8. You may accordingly declare the aforesaid voting results of votes cast through Ballot Papers and Remote e-voting.

Thanking you,

For C Thirumurthy and Associates  
Practising Company Secretaries

*C Thirumurthy*  
C Thirumurthy  
Membership No.3454  
C.P. No.5179



Date: 25.09.2017  
Place: Coimbatore

Encl.: As above

ANNEXURE - 1

CONSOLIDATED RESULTS OF REMOTE E-VOTING & POLL AT THE AGM

ITEM NO.1 – ORDINARY RESOLUTION – ADOPTION OF AUDITED FINANCIAL STATEMENTS, REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON:

Particulars	Number of			Number of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
IN FAVOUR OF THE RESOLUTION	49	14	63	73,99,108	28,180	74,27,288	100%
AGAINST THE RESOLUTION	0	0	0	0	0	0	0
Invalid Votes	0	0	0	0	0	0	0

Thus the Ordinary Resolution as contained in Item No.1 is passed with Requisite majority

*C. Thirumurthy*



**C. THIRUMURTHY, B.Com., B.L., FCS.,**  
**PRACTISING COMPANY SECRETARY**  
 FCS 3454 CP 5179.



**CONSOLIDATED RESULTS OF REMOTE E-VOTING & POLL AT THE AGM**

**ITEM NO.2 – ORDINARY RESOLUTION**

**DECLARATION OF DIVIDEND ON EQUITY SHARES:**

Particulars	Number of			Number of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
IN FAVOUR OF THE RESOLUTION	49	14	63	73,99,108	28,180	74,27,288	100%
AGAINST THE RESOLUTION	0	0	0	0	0	0	0
Invalid Votes	0	0	0	0	0	0	0

Thus the Ordinary Resolution as contained in Item No.2 is passed with Requisite majority

*W. Srinivasan*



**C. THIRUMURTHY, B.Com., B.L., FCS.,**  
**PRACTISING COMPANY SECRETARY**  
 FCS 34154 CP 5179.

**CONSOLIDATED RESULTS OF REMOTE E-VOTING & POLL AT THE AGM**

**ITEM NO.3 – ORDINARY RESOLUTION**

**APPOINTMENT OF DIRECTOR IN THE PLACE OF SRI S V BALASUBRAMANIAM (DIN: 00002405) WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR REAPPOINTMENT:**

Particulars	Number of			Number of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
IN FAVOUR OF THE RESOLUTION	49	14	63	73,99,108	28,180	74,27,288	100%
AGAINST THE RESOLUTION	0	0	0	0	0	0	0
Invalid Votes	0	0	0	0	0	0	0

Thus the Ordinary Resolution as contained in Item No.3 is passed with Requisite majority

*Wg in m m 4/20*



**C. THIRUMURTHY, B.Com., B.L., FCS.**  
PRACTISING COMPANY SECRETARY  
FCS 3454 CP 5179.

**CONSOLIDATED RESULTS OF REMOTE E-VOTING& POLL AT THE AGM**

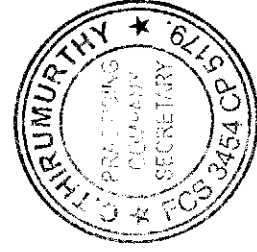
**ITEM NO.4 – ORDINARY RESOLUTION**

**APPOINTMENT OF AUDITORS:**

Particulars	Number of			Number of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
IN FAVOUR OF THE RESOLUTION	49	13	62	73,99,108	28,153	74,27,261	99.9997%
AGAINST THE RESOLUTION	0	1	1	0	27	27	0.0003%
Invalid Votes	0	0	0	0	0	0	0

Thus the Ordinary Resolution as contained in Item No.4 is passed with Requisite majority

*bi Chinnan*



**C. THIRUMURTHY, B.Com., B.L., FCS.,**  
**PRACTISING COMPANY SECRETARY**  
 FCS 3454 CP 5179.

**CONSOLIDATED RESULTS OF REMOTE E-VOTING & POLL AT THE AGM**

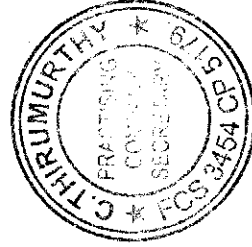
**ITEM NO.5 – ORDINARY RESOLUTION**

**RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR OF THE COMPANY:**

Particulars	Number of		Number of Votes contained in		Percentage
	Polling Papers	E-Votes	Polling Papers	Total	
IN FAVOUR OF THE RESOLUTION	49	14	73,99,108	74,27,288	100%
AGAINST THE RESOLUTION	0	0	0	0	0
Invalid Votes	0	0	0	0	0

Thus the Ordinary Resolution as contained in Item No.5 is passed with Requisite majority

*C. Thirumurthy*



**C. THIRUMURTHY, B.Com., B.L., FCS.,**  
**PRACTISING COMPANY SECRETARY**  
 FCS 3454 CP 5179.