

PONNI SUGARS (ERODE) LIMITED

CIN : L15422 TN1996 PLC037200
Regd. Office: ESVIN House, No.13, Rajiv Gandhi Salai (OMR)
Perungudi, Chennai 600 096.
Phone : 044 - 39279300 Fax : 044 - 24960156
E-mail : admin@ponnisugars.com Website : www.ponnisugars.com



PEL/ SH/ 159

July 23, 2014

Central Depository Services (India) Ltd
Phiroze Jeejeebhoy Towers
28th Floor, Dalal Street
Mumbai 400 023

Kind Attn : Ms Latha Nair

Dear Sirs,

Re: E-Voting results

As required under Rule 20 (xiv) of the Companies (Management and Administration) Rules, 2014 we send herewith the Voting Results declared by the Chairman at the 18th Annual General Meeting of the company held on 22nd July 2014 along with the Scrutinizers report, for placing at your website.

For Ponni Sugars (Erode) Ltd

A handwritten signature in black ink, appearing to be 'N Ramanathan'.

N Ramanathan
Managing Director

Encl: As above

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ISO
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Chairman's Declaration of Voting Results at the 18th Annual General Meeting of the Company held on 22nd July 2014.

The Chairman declared at the 18th Annual General Meeting that the following 14 resolutions proposed as Ordinary or Special Resolution as stated in the Notice of the 18th AGM have been duly passed by the Shareholders in terms of E-Voting done and Scrutinizer's report dt.19th July 2014 thereon (as attached).

Item No. of Notice & Description	Votes For			Votes Against		
	No. of members	No. of shares/ votes	Vote %	No. of members	No. of shares/ votes	Vote %
1. Adoption of Financial Statement – Ordinary Resolution	53	49,58,940	100	0	0	0
2. Dividend declaration – Ordinary Resolution	53	49,58,940	100	0	0	0
3. Reappointment of retiring Director – Ordinary Resolution	53	49,58,940	100	0	0	0
4. Appointment of Auditors – Ordinary Resolution	53	49,58,940	100	0	0	0
5. Appointment of Dr.Nanditha Krishna as Independent Director – Ordinary Resolution	53	49,58,940	100	0	0	0
6. Appointment of Mr V Sridar as Independent Director – Ordinary Resolution	53	49,58,940	100	0	0	0
7. Appointment of Mr.N.R.Krishnan as Independent Director – Ordinary Resolution	53	49,58,940	100	0	0	0
8. Appointment of Mr.K.Bharathan as Independent Director – Ordinary Resolution	53	49,58,940	100	0	0	0
9. Appointment of Dr.L.M.Ramakrishnan as Independent Director – Ordinary Resolution	53	49,58,940	100	0	0	0



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10.Reappointment of Managing Director – Special Resolution	53	49,58,940	100	0	0	0
11.Commission to Non Executive Directors – Ordinary Resolution	53	49,58,940	100	0	0	0
12.Remuneration to Cost Auditor – Ordinary Resolution	53	49,58,940	100	0	0	0
13.Borrowing Powers – Special Resolution	53	49,58,940	100	0	0	0
14.Mortgage of Assets – Special Resolution	53	49,58,940	100	0	0	0

Note: (1) There are no invalid votes.

(2) Vote % is based on total number of valid votes cast (for and against)

N Gopala Ratnam
Chairman

Encl: Scrutinizer's Report



ASK Associates
Chartered Accountants

Mob: 91 97909 63225

Tel: 91 44 4217 1854

Scrutinizer's Report on E-voting

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies
(Management and Administration) Rules 2014

To

The Chairman of 18th Annual General Meeting of
Ponni Sugars (Erode) Limited
to be held on 22nd July 2014 at New Woodlands Hotel Pvt Ltd
72-75 Dr Radhakrishnan Road, Mylapore, Chennai 600004

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 resolution passed at their meeting held on 29th May 2014 as a Scrutinizer for the purpose of scrutinizing the e-voting process 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 on the resolutions proposed in the Notice for the 18th Annual General Meeting (AGM) of the company to be held on 22nd July 2014 at New Woodlands Hotel Pvt Ltd, 72-75 Dr Radhakrishnan Road, Mylapore, Chennai 600004.
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 18th AGM of the company. My responsibility as a Scrutinizer for the e-voting process is restricted to scrutinize the e-voting process 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.



1st Floor, Ramlok, 18 Sastri Nagar 7th Cross, Adyar, Chennai 600 020
askassociates2014@gmail.com

3. I have accordingly scrutinized the e-voting process followed by the company and verified the following to my satisfaction:

- i) The 18th Annual Report of the company for financial year 2013-14, containing inter alia the Notice for AGM and the attached note describing e-voting process was sent by the company to all its shareholders by Professional Couriers on 23rd June 2014.
- ii) The Notice as above was sent to shareholders who were members of the company on the "cut off" date ie.16th June 2014 being entitled to vote on the resolutions (Item No.1 to 14 as set out in the Notice for the 18th AGM).
- iii) In addition, the members whose email ids were registered with the company or the respective Depository Participants were communicated by email dt.30.06.2014 by Cameo Corporate Services Limited, Registrar and Transfer Agent of the Company, of the e-voting facility and e-voting process.
- iv) The company published requisite advertisement in Business Standard and Makkal Kural dt 8-7-2014 of the dispatch of AGM Notice and specifying requisite information in accordance with Rule 20(3)(v) of the Companies (Management and Administration) Rules 2014.

4. Further to the above, I submit my report as under:

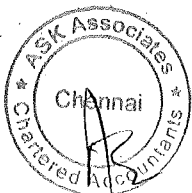
- i) The e-voting process, based on checks and verification conducted by me, has been carried out by the company in a fair and transparent manner.
- ii) The e-voting period remained open from Wednesday, the 16th July 2014 (10.00 AM) to Friday, the 18th July 2014 (5.00 PM).
- iii) The members of the company on the "cut off" date ie.16th June 2014 were given the facility to electronically vote on the 14 resolutions proposed for the 18th AGM.
- iv) The relevant portal for casting votes by the members of the company was blocked by CDSL at the close of voting period, namely, 18th July 2014 (5.00 PM).
- v) The votes cast were unblocked on Friday, the 18th July 2014 at 5.10 PM in the presence of two witnesses, namely Mr. T R Sivaraman & Mr. S V Raju who are not in the employment of the company. The two witnesses have signed below in confirmation of the votes being unblocked in their presence.

TR Sivaraman

Name:TR SIVARAMAN

S V Raju

Name:S V RAJU



vi) 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

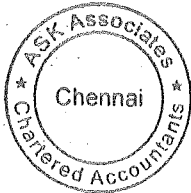
vii) Based on the reports as above, I hereby furnish the result of the e-voting in respect of each of the 14 resolutions proposed for the 18th AGM of the company in Annx-1 hereto which shall form an integral part of this Report.

5. 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 18th AGM. Thereupon I shall handover same to the Company Secretary for safe keeping.

Thanking you

Yours faithfully

Chennai
19th July 2014



For ASK Associates
Chartered Accountants

A handwritten signature in black ink, appearing to read "A.S.K." followed by a flourish.

A S Kalyanaraman
Mem. No: 201149



ASK Associates

Chartered Accountants

Mob: 91 97909 63225

Tel: 91 44 4217 1854

Annx-1

Scrutinizer's Report on E-voting

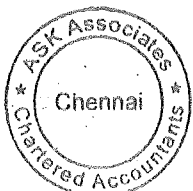
(Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rules 2014)

Name of the Company : Ponni Sugars (Erode) Limited
Meeting : 18th Annual General Meeting
Date : 22nd July 2014
Venue : New Woodlands Hotel Pvt Ltd, 72-75 Dr
Radhakrishnan Road,
Mylapore, Chennai 600004

Item No. of Notice & Description	Votes For			Votes Against		
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7. Appointment of Mr N R Krishnan as Independent Director – Ordinary Resolution	53	49,58,940	100	0	0	0
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For ASK Associates
Chartered Accountants

1st Floor, Ramlok, 18 Sastri Nagar 7th Cross, Adyar, Chennai 600 020 A S Kalyanaraman
askassociates2014@gmail.com
Mem. No: 201149



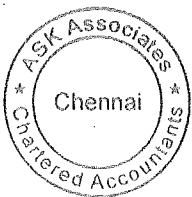
Item No. of Notice & Description	Votes For			Votes Against		
	No. of members	No. of shares/ votes	Vote %	No. of members	No. of shares/ votes	Vote %
9. Appointment of Dr L M Ramakrishnan as Independent Director – Ordinary Resolution	53	49,58,940	100	0	0	0
10.Reappointment of Managing Director – Special Resolution	53	49,58,940	100	0	0	0
11.Commission to Non Executive Directors – Ordinary Resolution	53	49,58,940	100	0	0	0
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14.Mortgage of Assets – Special Resolution	53	49,58,940	100	0	0	0

Note:

1. There were no invalid votes.

2. Vote % is based on total number of valid votes cast (for and against)

Chennai
July 19, 2014



For ASK Associates
Chartered Accountants

A S Kalyanaraman

A S Kalyanaraman
Mem. No: 201149