

PONNI SUGARS (ERODE) LIMITED

CIN: L15422TN1996PLC037200

Registered Office: ESVIN House, 13 Rajiv Gandhi Salai (OMR), Perungudi, Chennai 600 096

Phone: 044 24961920 / 24960156;

E-mail: admin@ponnisugars.com; Website:ponnisugars.com

Date:21.07.2020

FOLIO/ DPID CLID:

NAME:

Dear Shareholder,

**Sub: (A) 24th AGM (e-AGM) thro' Video Conference / Other Audio Visual Means (VC/ OAVM); and
(B) Dividend and TDS on dividend payable during FY 2020-21**

A) 24th AGM (e-AGM)

We are pleased to inform that the 24th AGM (e-AGM) of our Company is scheduled to be held on Wednesday, the 19th August 2020 at 11.00 AM thro' Video Conference / Other Audio Visual Means (VC/ OAVM) to transact the business set out in the Notice for the 24th e-AGM dated 19th August 2020.

AGM thro' VC/ OAVM

In view of the Covid-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide its Circular dated May 5, 2020, read with Circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India, vide its Circular dated 12th May, 2020, permitted the holding of the AGM through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the Circulars issued by MCA and SEBI, and the relevant provisions of the Companies Act, 2013 (Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the AGM of the Company is being held through VC/ OAVM (e-AGM).

AGM Notice/ Annual Report

In compliance with the above MCA and SEBI circulars, electronic copy of the Annual Report for FY 2019-20 comprising the Notice of the 24th AGM, Financial Statements, Board's Report, Auditor's Report and other documents required to be attached thereto is being sent to all the members whose email addresses are registered with the Depository Participants (DPs)/ Registrar and Transfer Agent (RTA). These documents are available on the Company's website. The above are also available on the websites of the Stock Exchanges ie. BSE Ltd (www.bseindia.com) and National Stock Exchange of India Ltd. (www.nseindia.com). Further, the Attendance slip and Proxy Form have not been annexed to the Notice.

Particulars in e-AGM – update contact details

Members are advised to register/ update their email address and mobile number immediately, in case they have not done so earlier:

- In case of shares held in demat mode, with their respective DPs.
- In case of shares held in physical mode, by accessing the link <https://investors.cameoindia.com> or by email to the RTA at investor@cameoindia.com with details of Folio number and attaching a self-attested copy of PAN card.
- After due verification the Company/ RTA will send login credentials for attending the AGM and voting to the registered email address.
- Any person who becomes a member of the company after despatch of the AGM Notice and holding shares as on the cut-off date may obtain the user Id and password in the manner provided in the AGM Notice.

Voting facility

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, Members are being provided with the facility to cast their votes on all resolutions set forth in the Notice of the e-AGM using electronic voting system provided by CDSL. Detailed procedure/ instructions for Remote e-Voting / e-Voting at the e-AGM has been provided in the Notice for 24th AGM. Please see pages 15 to 17.

Members may take note of the following:

- The cut-off date for determining the voting rights is Wednesday, the 12th August 2020.
- Only persons whose names are recorded in the Register of Members or in the Register of Beneficial owners maintained by the Depositories as on the cut-off date are entitled to vote under any one of the voting options.
- For those who have become members after the dispatch of the AGM Notice but before the date of AGM, the Company would be sending them the 24th Annual Report to their registered email address as and when they become members and they can exercise their voting right in the same manner as above.

- The remote e-voting will commence on Saturday, the 15th August 2020 (10.30 AM) and end on Tuesday, the 18th August 2020 (5.00 PM) and *will not be available beyond that time.*
- The members as on the cut-off date attending the AGM are entitled to exercise their voting right at the meeting thro' e-Voting, in case they have not already cast their vote by remote e-voting. No voting is permissible after the end of the AGM.
- Members who have cast their votes by remote e-voting are also entitled to attend the AGM but they cannot cast their vote again at the AGM.
- Website address of CDSL providing Remote e-Voting and e-Voting services: www.cdslindia.com
- Contact details in case of grievances pertaining to Remote e-Voting / e-Voting facility:

Mr Rakesh Dalvi, Manager, Central Depository Services (India) Ltd
 25th Floor, Marathon Futurex, Mafatlal Mill Compound, N M Joshi Marg,
 Lower Parel, Mumbai 400 013.
 Email ID: helpdesk.evoting@cdslindia.com, Phone No: 1800 225 533 /
 022-23058542/ 8543.

Speaker registration /queries

Shareholders desiring to express their views/ ask questions during the meeting may register themselves as a speaker. Request for this may be made to admin@ponnisugars.com on or before 17th August 2020 (5.00 PM).

Only those shareholders who have registered themselves as a speaker will be allowed to express their views or ask questions at the e-AGM. The company reserves the right to restrict the number of questions and number of speakers depending upon the availability of time for conduct of the e-AGM.

Shareholders who do not wish to speak during the AGM but have queries or views may send the same in advance to the company in the same manner stated above. Their queries will be replied suitably by the company thro' email.

B) Dividend and TDS on dividend payable during FY 2020-21

The Board of Directors at their meeting held on May 29, 2020 have recommended Dividend of Rs.4 per Equity Share of Rs.10/- each (40%) for the Financial Year ended March 31, 2020.

As per the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of the shareholders. The Company would accordingly deduct tax at source at the time of making the payment of the dividend, if declared at the Annual General Meeting of the Company to be held on 19th August 2020.

A detailed note on applicable TDS provisions under the Income Tax Act, 1961 for Resident and Non-Resident shareholder categories is furnished .

Thanking you

N Ramanathan
Managing Director