



**Transcript of the proceedings of the 28th Annual General Meeting of the Company held through Video Conference at 11.00 AM on Wednesday, the 05th June 2024**

Deemed venue: Registered Office, ESVIN House, Rajiv Gandhi Salai (OMR), Perungudi, Chennai 600096

**Chairman:** Good morning Ladies and gentlemen. I extend a warm welcome to all our shareholders for this twenty eighth Annual General Meeting of this company. This meeting is being held through video conference in accordance with the circulars issued by MCA and SEBI. I am joining this meeting from office at Erode. Before we start the main proceedings, I would now request the other Board members to introduce themselves. Mr. Ramanathan.

**N Ramanathan:**

I am N Ramanathan, Managing Director, joining this meeting from Seshasayee Paper and Boards Ltd, Erode.

**Mr. Arun G Bijur:**

I am Arun G Bijur, Director of the Company. I am participating in this AGM from my residence in Bengaluru.

**Mrs. Bharti Chhotubhai Pithawalla:**

I am Bharti Pithawalla, Director on Board, joining this conference from my home in London.

**Mr. Mohan Varghese Chunkath:**

I am Mohan Varghese Chunkath, independent director. I joining this meeting from Boston.

**Dr. Lakshmi Nadkarni:**

I am Lakshmi Nadkarni. I am attending this meeting from residence in Navi Mumbai. I am an independent director.

**Chairman:** She is also the Chairman of Nomination and Remuneration Committee.

**Mr. Chellamani Naresh:**

I am Naresh, attending this meeting from my office in Chennai. I am an independent director.

**Mr. P Manoharan:**

I am P Manoharan. I am joining this meeting from office of Ponni Sugars at Erode.



**Chairman:** Apart from the directors and KMPs, our statutory auditors, internal auditors, cost auditors, secretarial auditors and the scrutinizer have all joined this meeting. I will now request them to introduce themselves.

At this stage, statutory auditor introduced himself but Chairman requested him to do so after the self-introduction of KMPs of the company.

**Mr K Yokanathan, CFO:**

I am Yokanathan, CFO of the Company and I am attending this meeting from my Office at Erode.

**Mr. R Madhusudhan:**

Good Morning, shareholders. I am Madhusudhan, Company Secretary. I am joining this meeting from Erode.

**Mr Chella K Srinivasan:**

I am Chella Srinivasan, Partner of S Viswanathan LLP, the statutory auditors of Ponni Sugars. I am attending this AGM from my office in Chennai.

**Mr N R Suresh:**

Good Morning. I am N R Suresh, Partner, Maharaj N R Suresh And Co, Internal auditors. I am attending this meeting from Seshasayee Paper and Boards Ltd Office at Erode.

**Mrs Meena Ramji:**

Good Morning. I am Meena Ramji, Partner of S Mahadevan & Co, Cost Accountants. I am attending this meeting from my daughter's place in Bangalore.

**Mr. V Suresh:**

Good Morning. I am V Suresh, Secretarial auditor, joining this meeting from my residence in Chennai.

**Mr. A S Kalyanaraman:**

I am A S Kalyanaraman. I am the Scrutinizer for the e-voting process. I have joined this meeting from the registered office of the Company, Chennai.



**Chairman:** Thank you. That completes the introduction. I now find that 50 shareholders have joined the meeting through video conference. Hence, we have requisite quorum through VC to conduct the proceedings. Participation of shareholders through VC is being reckoned for the purpose of quorum as per the circulars issued by the MCA with regard to Section 103 of the Companies Act, 2013. The quorum being present, I now call this meeting to order.

I now request Mr. Madhusudhan, Company Secretary, to provide general instructions to the shareholders regarding participation in this meeting. Over to Mr. Madhusudhan.

**Mr. R Madhusudhan, Company Secretary:**

Good Morning Shareholders. Shareholders may note that this 28th AGM is being held through video conference in accordance with the Companies Act, 2013 and Circulars issued by both MCA and SEBI.

The facility for joining the meeting through video conference is generally made available for shareholders on first come, first served basis. In the case of our company, all our shareholders desiring to join the AGM would be able to do so. Facility for joining the meeting was opened at 10.30 AM, which is thirty minutes before the time scheduled to start the meeting. It will be kept open for joining till the meeting is closed by the Chairman.

This being an e-AGM, physical attendance of shareholders is dispensed with. As mentioned by Chairman, attendance through video conference will be reckoned for the purpose of quorum. Further, the facility for appointment of proxies by the shareholders is not applicable for this e-AGM and hence, the proxy register for inspection is not available. The Register of directors and Key Managerial Personnel, and the Register of contracts, agreements and all other documents referred in the Notice are made available electronically for inspection by the shareholders during the AGM.

Shareholders desirous of inspecting such documents, may send their request to admin(at)ponnisugars(dot)com.

The company has received request from a few shareholders to register them as speakers at the meeting. Accordingly, the floor will be open for them to ask questions or express their views. The moderator will facilitate this session once the Chairman opens the floor



for same. The Company reserves the right to limit the number of shareholders asking questions, depending on the availability of time at the AGM.

Shareholders can also post their views or questions on the chat box of the video-conference screen at any time during the meeting. The company would respond to them at the meeting or through email.

The company had provided remote e-voting facility for shareholders to cast their votes electronically on all the resolutions set forth in the notice. This was closed on 04th June 2024 at 5 p.m. Shareholders who have not cast their vote yet and are participating in this meeting, may cast their votes during the meeting through e-voting system provided by CDSL. Shareholders can click on the name of the company and the EVSN 240514001 in the CDSL e-voting system already logged in, to avail this facility. There will be no voting by show of hands. Shareholders are requested to refer to instructions provided in the AGM notice for seamless participation through video conference. In case they face any difficulty, they may reach out on the helpline contact provided in page 12 of the annual report. Thank you, Sir.

**Chairman:** Thank you.

Mr. Mohan Varghese Chunkath, Chairman of the Audit Committee, Dr. Lakshmi Nadkarni, Chairperson of the Nomination and Remuneration Committee, and myself as Chairman of the Stakeholders Relationship Committee and CSR Committee, we are all present through VC at this meeting.

The company has taken all feasible efforts to enable shareholders to participate through video conference and vote at the AGM. I thank all the shareholders, my colleagues on the board and the auditors for joining this meeting over video conference. With this, I would like to now deliver my customary Chairman's address.

The Chairman then delivered his Speech. To access the full text, click on the link:

<https://www.ponnisugars.com/SiteImages/Documents/chairman/d6d5488f0939ab45fba1c140ea1e2301.pdf>

**Chairman:** Thank you ladies and gentlemen, I now request Mr. Ramanathan, Managing Director, to make a short presentation on the sugar industry and our company's performance in 2023-24. Mr. Ramanathan, please.



Mr. N Ramanathan, Managing Director then presented the performance of the Company for FY 2023-24. The presentation made by the Managing Director is annexed to this transcript.

**Chairman:** Thank you Ramanathan, I think you can now kindly provide a summary of Auditors' Reports to the shareholders.

**Mr. N Ramanathan, Managing Director:**

Yes Chairman. We have the statutory auditors' report as well as the secretarial auditor's report. Statutory auditors' report is given in page 75 to 85 of the Annual Report. There has been no qualification or adverse comment in this report. Same way, the secretarial auditor's report is contained in page 72 to 74 of the annual report. This again is a clean report with no adverse qualification or comment, whatsoever. In fact, this has been the feature of the company from day one. Since there are no adverse observations in these reports, reading of the qualification part is not relevant. Thank you.

**Chairman:** Thank you Ramanathan. I will now proceed with the Agenda items. As the Notice for the meeting is already circulated to all the members, I take the Notice convening the meeting, as read. There are totally five resolutions to be passed in this meeting. Let me now briefly introduce the resolutions in seriatim.

**Item No.1** of the Notice is adoption of financial statements – Ordinary Resolution.

The audited Financial Statements of the Company for the financial year ended March 31, 2024 including the reports of Board of Directors and Auditors have already been provided to the members. As earlier mentioned, there is no qualification or adverse comment in Auditors' report.

**Item No.2** is declaration of dividend - Ordinary Resolution.

The Board has recommended a dividend of Rs.7.00 per Equity Share of Rs.10/- each, for the FY 2023-24.

**Item No.3** is reappointment of retiring director, Mr. Arun Bijur – Special Resolution.

Mr. Arun Bijur, who retires by rotation, is to be reappointed as a director of the company, liable to retire by rotation. He is a non-executive and non-independent director. Relevant details have been furnished in Appendix-A to the AGM Notice.



**Item No.4** pertains to reclassification of status of Mr. Bimal K Poddar from 'Promoter' to 'Public' category.

The company has received request letter dated 18-04-2024 from Mr. Bimal Poddar seeking reclassification of his status from promoter to public category. Having regard to his advanced age, disinvestment of equity shares and exit from the Board, Mr. Bimal Poddar has desired to relinquish status as promoter. Approval of the shareholders of the company is requested for reclassification of the status of Mr. Bimal Poddar from promoter to public category, in accordance with the extant SEBI Guidelines.

**Item No.5** relates to remuneration to Cost Auditor – Ordinary Resolution.

Ratification for remuneration payable to Cost Auditor for 2024-25.

The text of all the resolutions along with the explanatory statement is provided in the Notice circulated to all the members.

With that, I will now invite our shareholders. Four of our shareholders who have registered themselves to be the speakers of the meeting. If any other shareholder desires to ask any queries pertaining to any item on the notice, performance of the company in the financial year 2023-24, he / she may do so by using the chat box option. Members are requested to keep their questions brief and specific.

To avoid repetition, the answers to all the questions will be provided towards the end. Shareholders may also note that the company reserves the right to limit the number of shareholders asking questions, depending upon the availability of time. Before we go live with the Q & A, there are some points to take note of, for the convenience of speaker shareholders.

Kindly turn on your video when your name is projected on the screen. Unmute yourself and then proceed to ask the question. Please mention your name and the location from where you are joining. Each shareholder kindly restrict to about 5 minutes for your questions.



I now call the shareholder no.1, Mr. Bharat Raj to proceed with his questions.

**Mr. Bharat Raj:**

Very good morning to Chairman, Mr. Gopalaratnam, Mr Ramanathan, MD, and entire board of directors. I am Bharat Raj, attending from Hyderabad, Sir. First of all, a very wonderful speech given by our Chairman, Mr. Gopalartnam. Entire total picture of our company you have given Sir. I am very happy. Am I audible, Sir?

**Chairman:** You are audible Mr. Bharat Raj but I am not able to see you.

**Mr. Bharat Raj:**

I am attending from my mobile and if I open my video, link will be a problem. That is why, I have not opened my video, Sir.

**Chairman:** That is right but I want to see you, how do I see you?

**Mr. Bharat Raj:** Just a minute Sir.

**Chairman:** You try otherwise, kindly proceed with your questions.

**Mr. Bharat Raj:**

First of all, I thank for the highest dividend for this financial year. I hope this will continue for the next financial year also. Chairman Sir, I have only one question. Tell me the strength and weakness of our company for 2023-24 and also for next financial year Sir. And one more thing, please arrange a plant visit to speaker-shareholders who have attended this AGM and not for everyone Sir. And once again Sir, please take care of hospitality. Please arrange dry fruit sweets for our shareholders, will be more happy. I thank our Secretarial Department, Mr Madhusudhan, he is always successful, thanks for his advices and I thank our CFO, Mr. Yokanathan all the best for the coming years also. Once again, thank you, God bless you, be safe and be healthy, Sir.

**Chairman:** Thank you. I think, our plus and minus, our strength and weakness, all these have clearly been explained by our Managing Director in his presentation. You would be able to kindly recall all the points that he has mentioned. Nevertheless, we will try to capture that and I will request our CFO to get in touch with you and then explain to you in person. OK? Thank you.

Now, the second shareholder, Mr. Mani Sundaram from Salem



**Moderator:** He has not joined, Sir.

**Chairman:** He has not joined? Mani Sundaram normally joins. Kindly wait for some time. The next shareholder Mr. Abhishek.

**Mr. Abhishek:** Yes Sir, am I audible?

**Chairman:** You are audible. First, my congratulations to you on your marriage.

**Mr. Abhishek:** Thank you but we missed you.

**Chairman:** I think, some other engagement was there otherwise, I would have definitely attended your marriage.

**Managing Director to Chairman:** Ponni was well represented.

**Chairman:** I think, Ponni represented at your wedding.

**Mr. Abhishek:** Yes Sir, your team represented and congratulated me on that auspicious day.

First of all, I congratulate the management (audio interruptions). All is well with you and your family. In this challenging situations, our company deserves much more respect than the current market cap. After completing more than a decade of successful operations, profitability and becoming one of the strongest brands in the respective segment. We are really glad that the company is increasing the dividend pay-out on a yearly basis and we can see the past seven years' chart. We are really thankful to the entire board of directors and the management for rewarding the minority shareholders in large numbers in the previous decade. Your one-hour speech and the presentation given by our board of directors was enlightening all the investor fraternity. All our queries have been answered in your Chairman's Speech itself, so we don't have more queries to be raised in this 28th AGM. I thank the entire board of directors for having given me this opportunity and I wish all the success and prosperity in the years to come for Ponni Sugars and the entire management. Thank you very much, Sir.

**Chairman:** Thank you, Mr. Abhishek. That takes us to our next shareholder, Mr. Santosh Kumar Saraf from Kolkata. Mr. Saraf, where are you and how are you?



**Mr. Santosh Kumar Saraf:**

Nice Sir. Respected Chairman, board and all my fellow shareholders, I hope all of you are in good health and safe. Sir, I listened to your speech and also the presentation. Very nice. And also a very good dividend you have given to us. Main question is on political scenario regarding industry. Results are out and that time, we have a weak government. So, how do think the policy of our government for sugar industry in future? The government of late is weak because BJP is not getting majority by itself. So, they have to lock in both sides. So, what do you think the future policy for our sugar industry? I have nothing to say. Mr. Mani Sundaram may attend or not because he said he is traveling. If you get his name, please call him. Otherwise, he said he has to go somewhere.

Next Sir, again I request you to continue this VC meeting because it is very good for outsiders like Chennai, I am from Kolkata, Bharat Raj from Hyderabad and Mani Sundaram from Salem. Once I met Mr. Viswanathan personally in Chennai on 1st November. A very nice person and very handsome and very good, Sir.

**Chairman:** You are talking about whom?

**Mr. Santosh Kumar Saraf:** Viswanathan.

**Chairman:** Viswanathan? I see. But you said, very handsome! You have met some other Viswanathan.

**Mr. Santosh Kumar Saraf:**

I met Chennai Office Viswanathan. He put thilak (shows the forehead).

**Chairman:** You met the right man.

**Mr. Santosh Kumar Saraf:**

He is a very nice person, Sir. I met him at Abhishek's marriage. Today I called him because I did not receive the meeting link from your company. He sent me the link and helped. I



wish you and your family, all our 260 employees and their families a happy and healthy year 2024-25. I hope next we meet with same healthy and good picture. I thank our operator Mr Karthick also, he is a very nice person and hope his session will continue with us for so many times. Thank you, Namaskar.

At this stage, the Managing Director informed Chairman that Mr. Mani Sundaram was online. Chairman accordingly waited for some time but the speaker-shareholder could not get connected to the meeting.

Chairman then informed that Mr. Mani Sundaram was unable to get connected and then said that brings us to the end of the queries from the shareholders. The Chairman then summed up his responses to the queries raised by the shareholders.

**Chairman:**

I think Mr Saraf is worried about the political scenario. I think, the agriculture policy of the government may not change, the sugarcane is a very important item and sugar industry is extremely important. But we have people like Mr. Pawar, to guard the interest of the sugar industry. So I do expect that in coming years, sugar industry is to be well protected. Timely action would be taken for the growth of the industry. With that, I find that we have come to the end of the agenda. I would like to thank all of you for attending this meeting. I would like to thank our board members, some of them are attending from far-off place like Boston where it is midnight now. I would like to thank our co-directors as well as our auditors and with that I would like to declare this meeting as closed. I find that 50 shareholders are still participating. Thank you. Have I left anything? Yes, I am supposed to make the concluding remarks regarding voting.



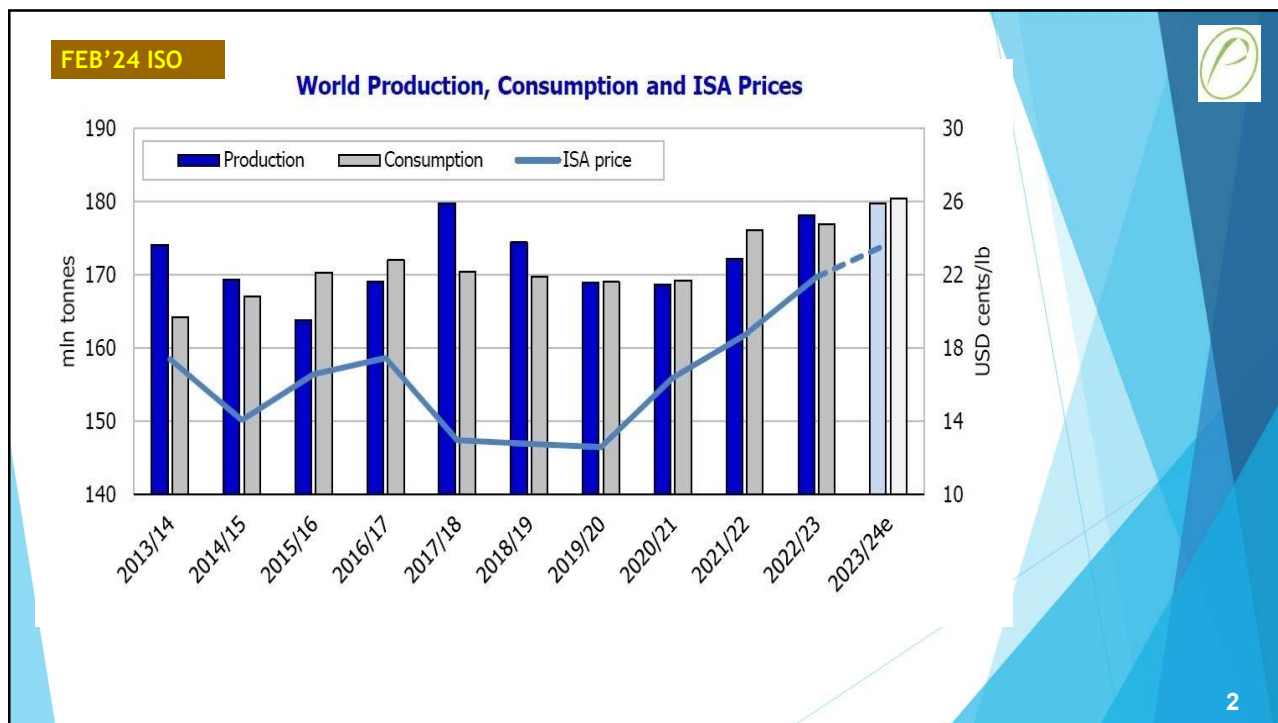
Shareholders may please note that the e-voting facility on the CDSL platform will continue to be available for next 30 minutes. Members who have not cast their votes yet are requested to do so. The Board of Directors have appointed Mr. A S Kalyanaraman, Practicing Chartered Accountant, as the Scrutinizer. Further, I hereby authorize severally Mr. N Ramanathan, Managing Director and Mr. R Madhusudhan, Company Secretary, to declare the results of the voting and place it on the website of the company at the earliest.

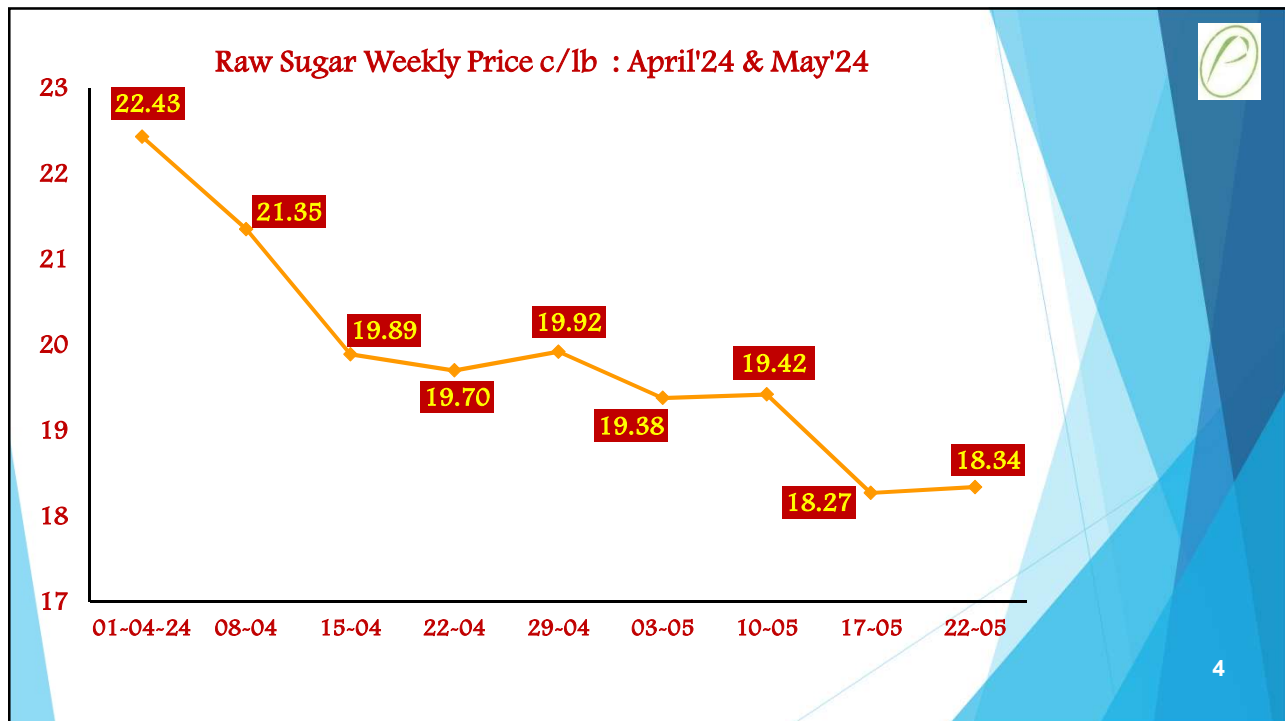
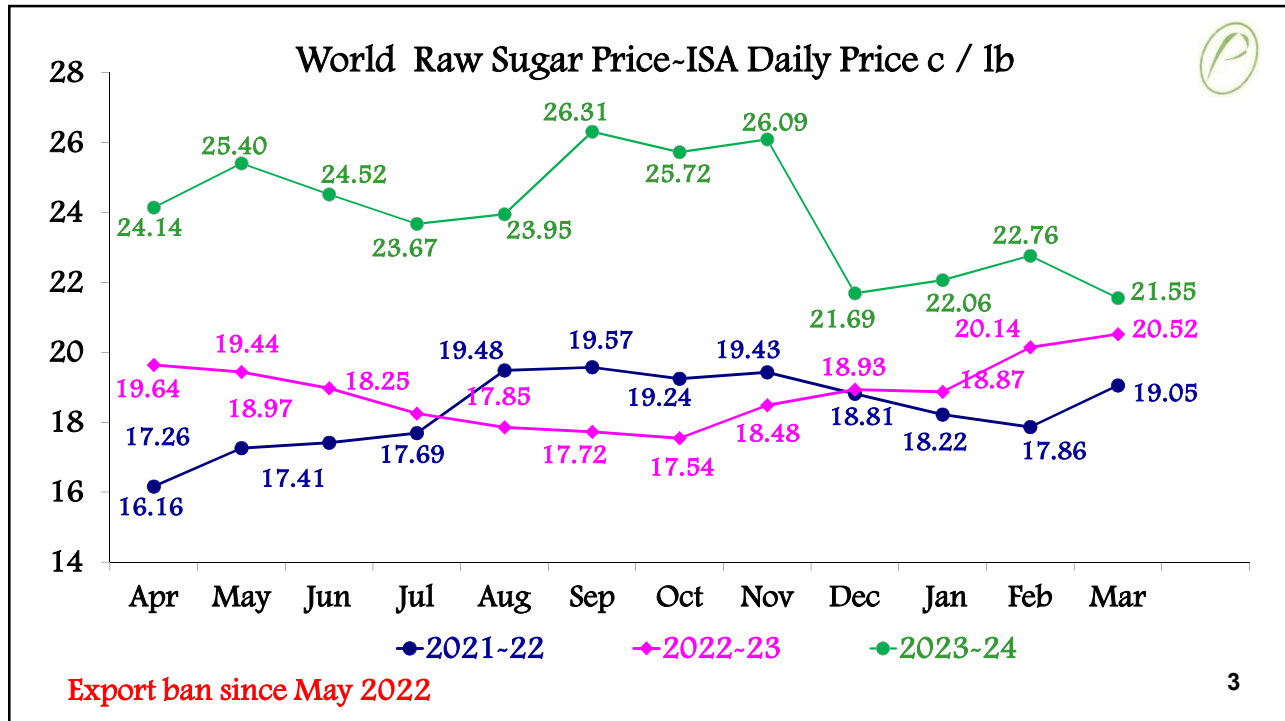
The resolutions as set forth in the Notice and being put to vote today, will be deemed to be passed at this meeting today, subject to receipt of requisite number of affirmative votes. The recorded transcript of this AGM proceeding will be received from CDSL and thereupon uploaded on the website of the Company.

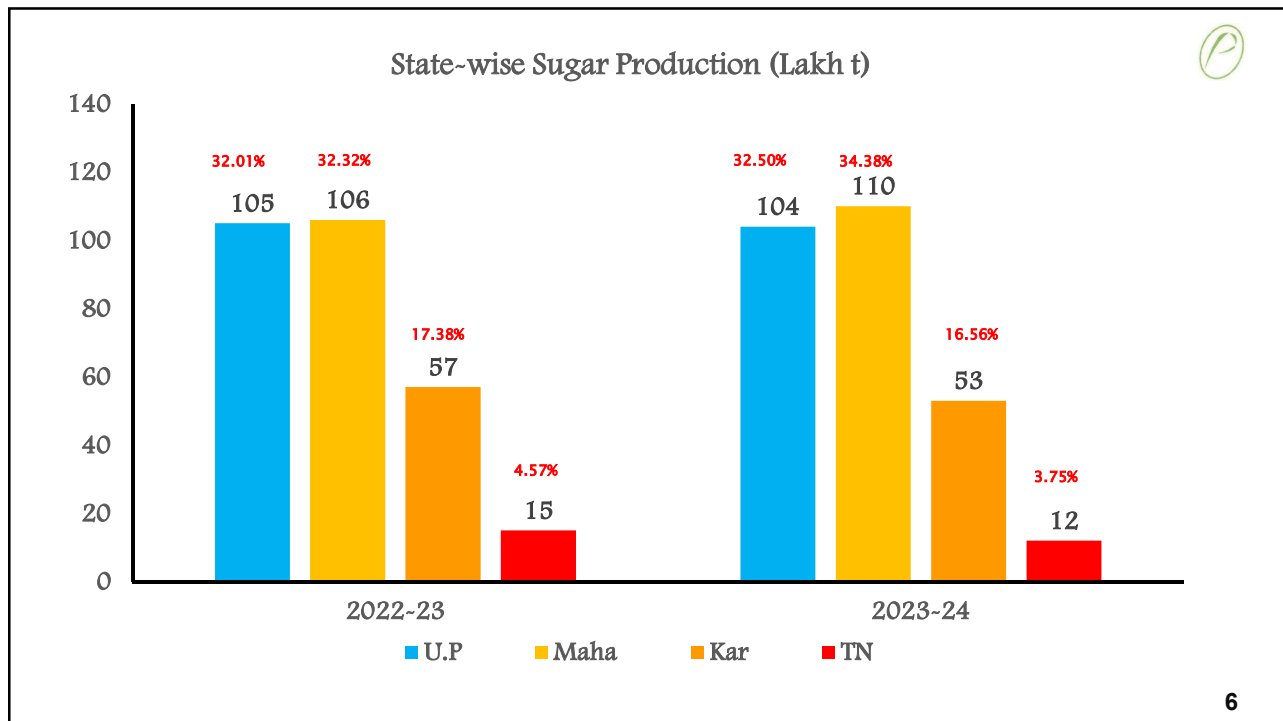
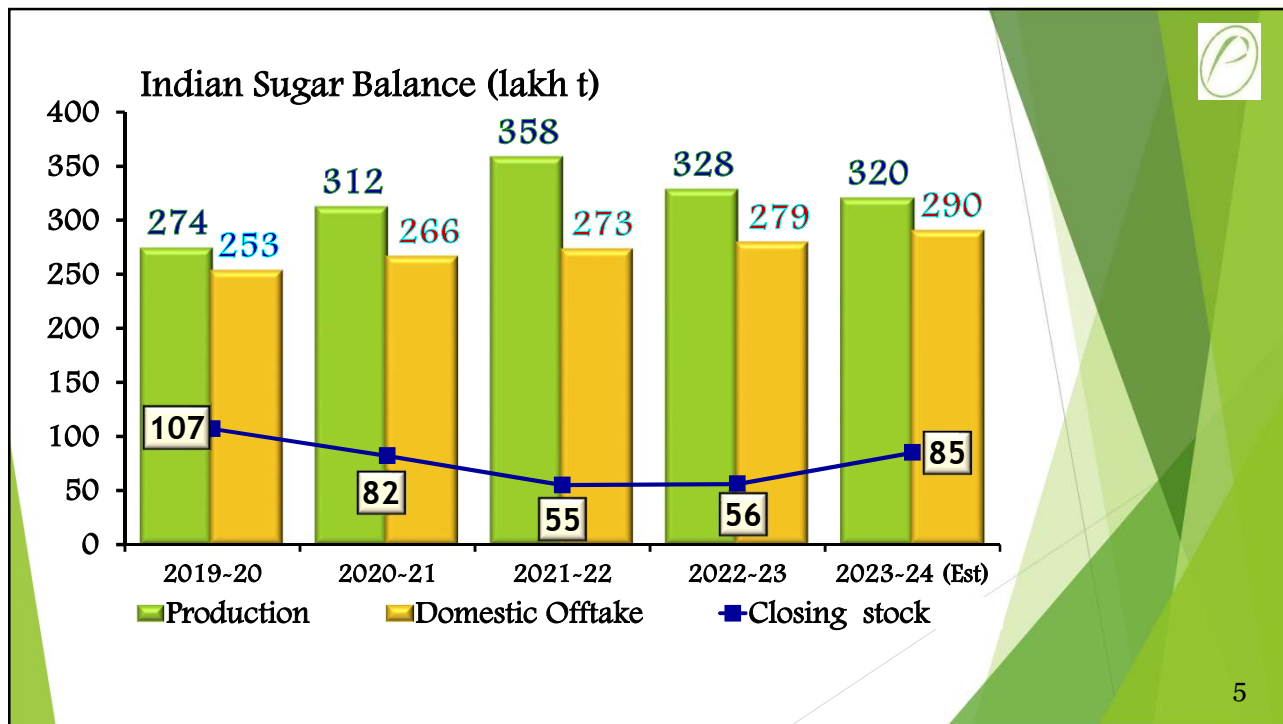
There are 50 shareholders in total have logged in and remained present throughout this meeting today. We are grateful to all our shareholders who have participated from across the country in this 28th annual general meeting. Thank you all for attending this meeting. As there is no other Agenda and with your kind permission, I hereby declare the Meeting as closed at 12.10 PM.

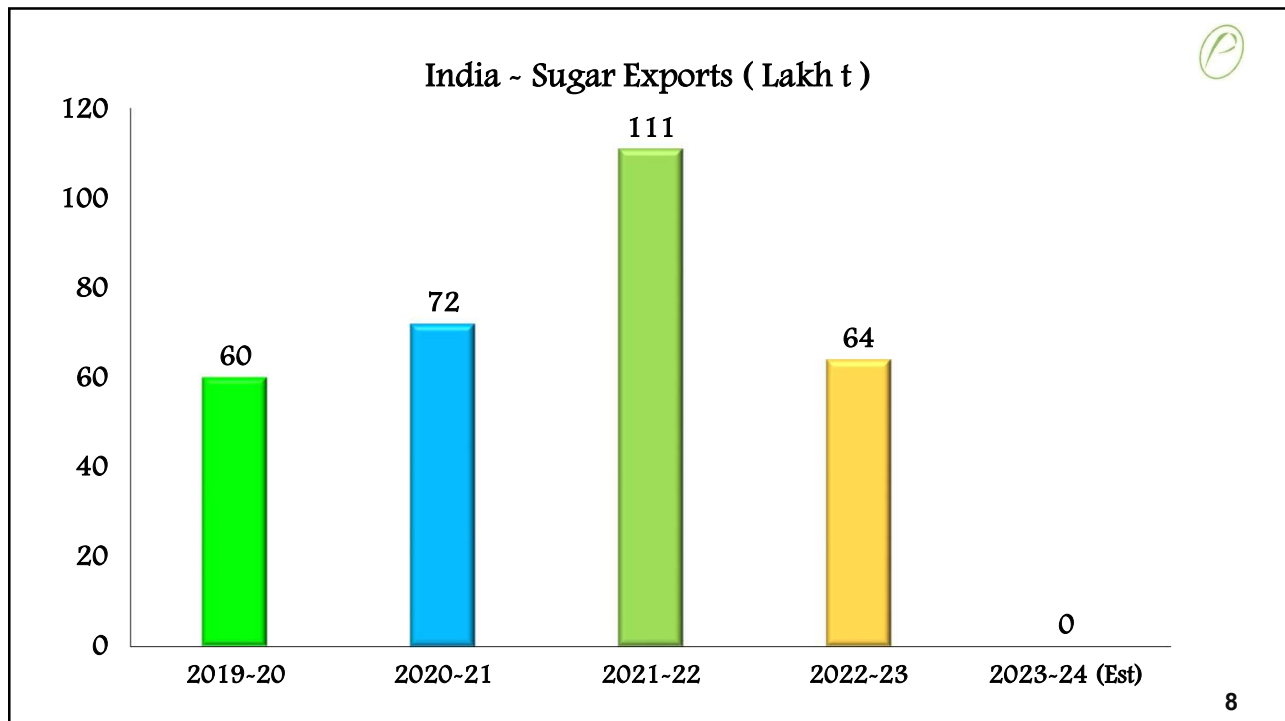
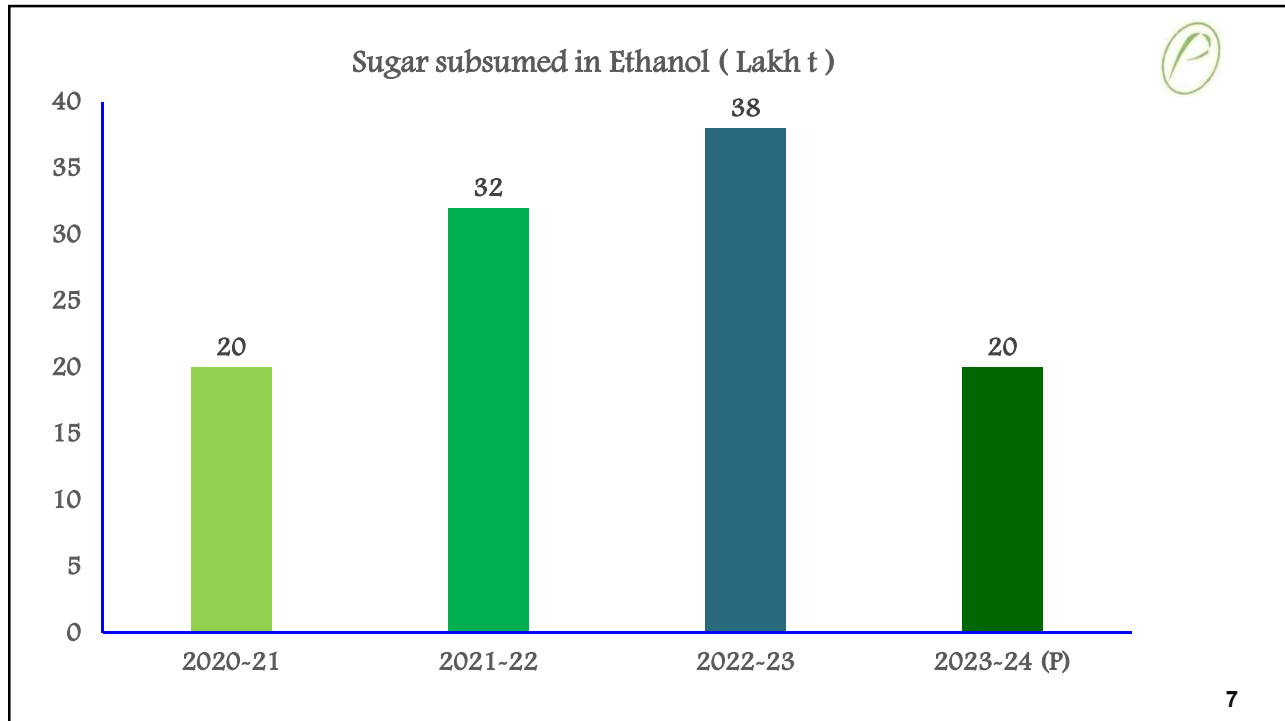
Thank you.

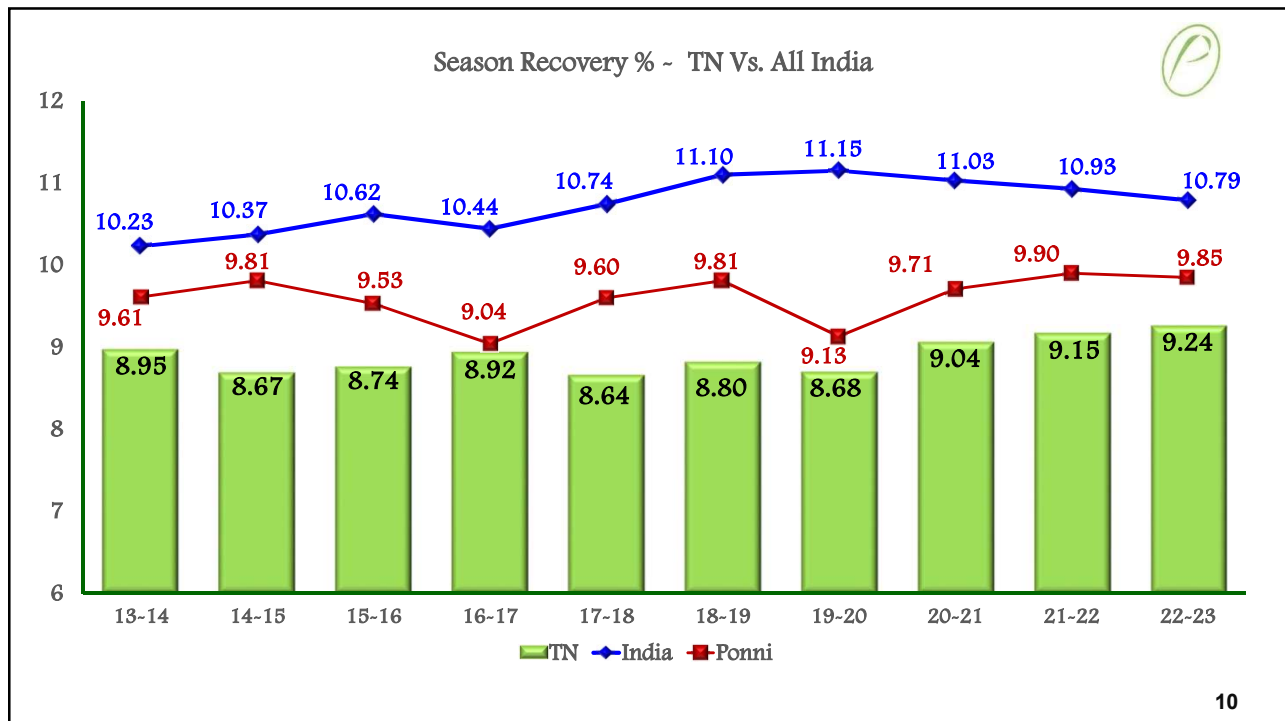
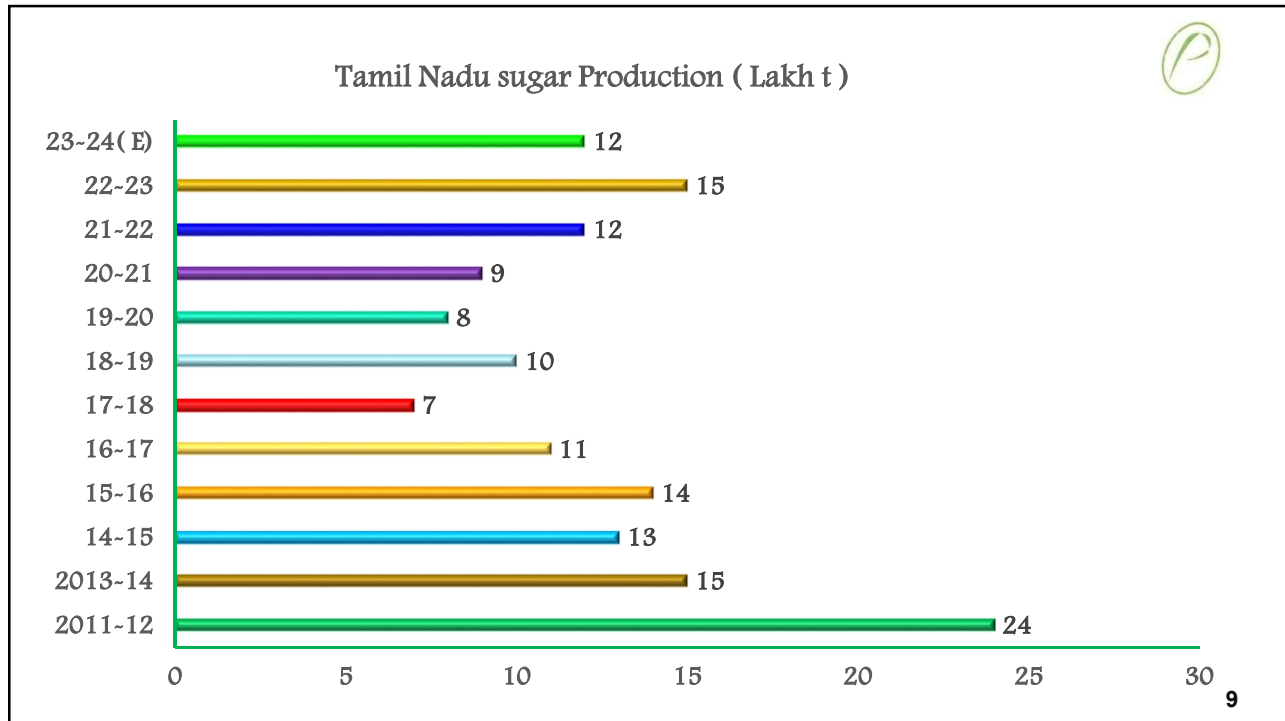
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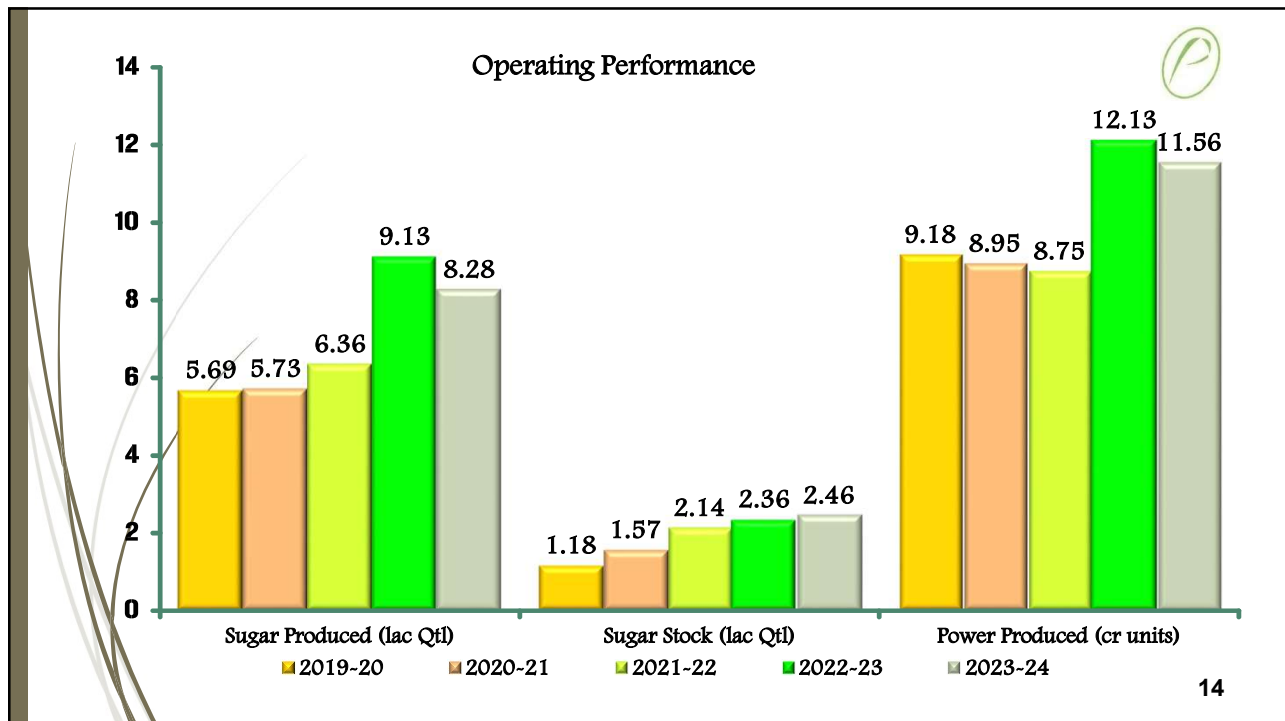
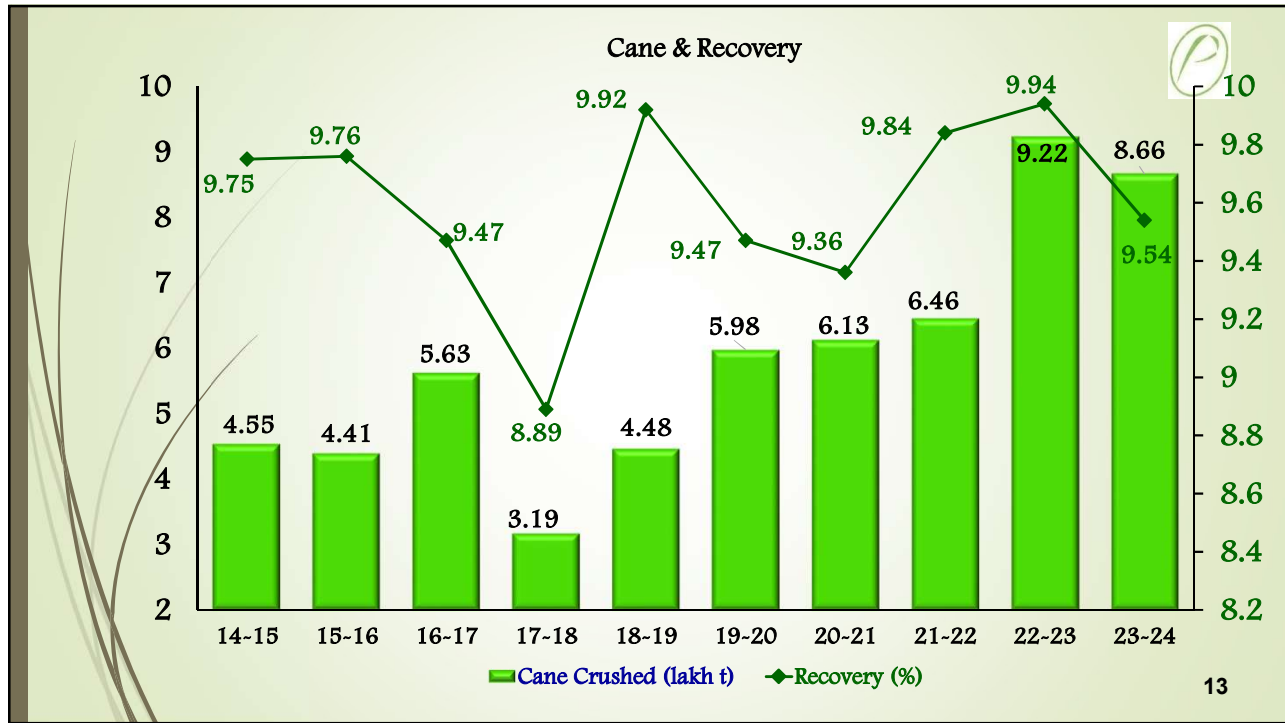


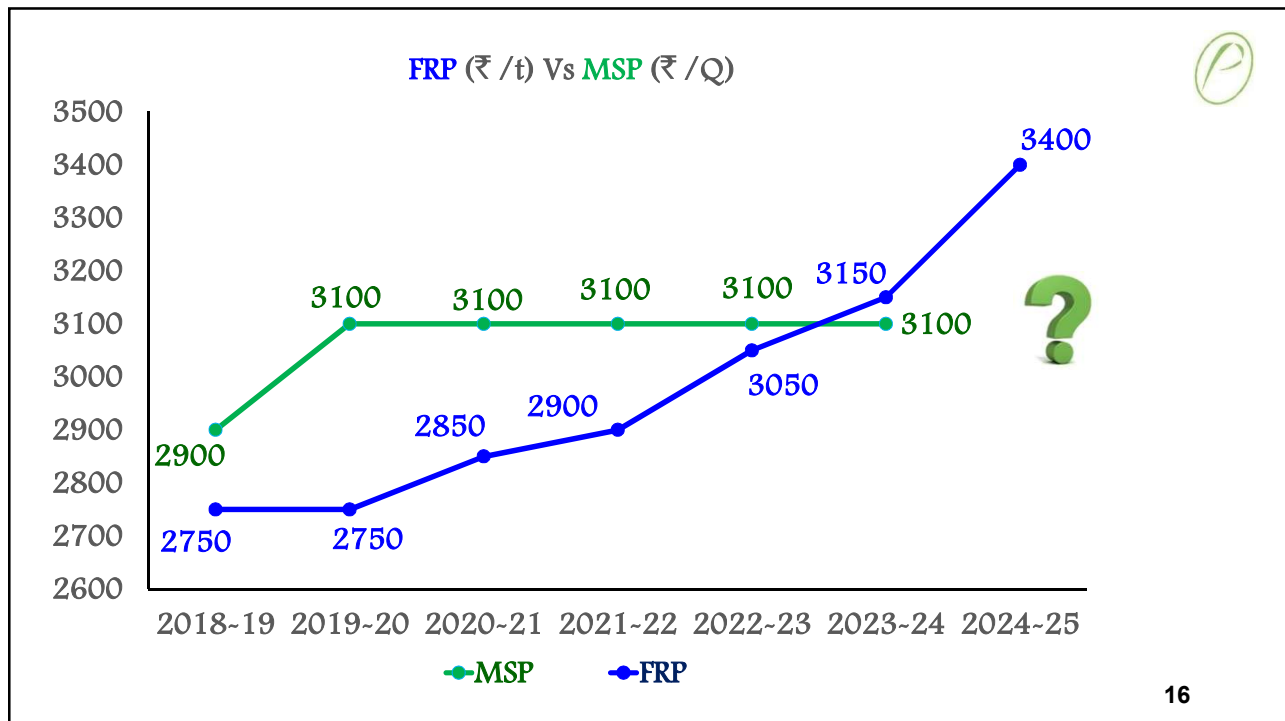
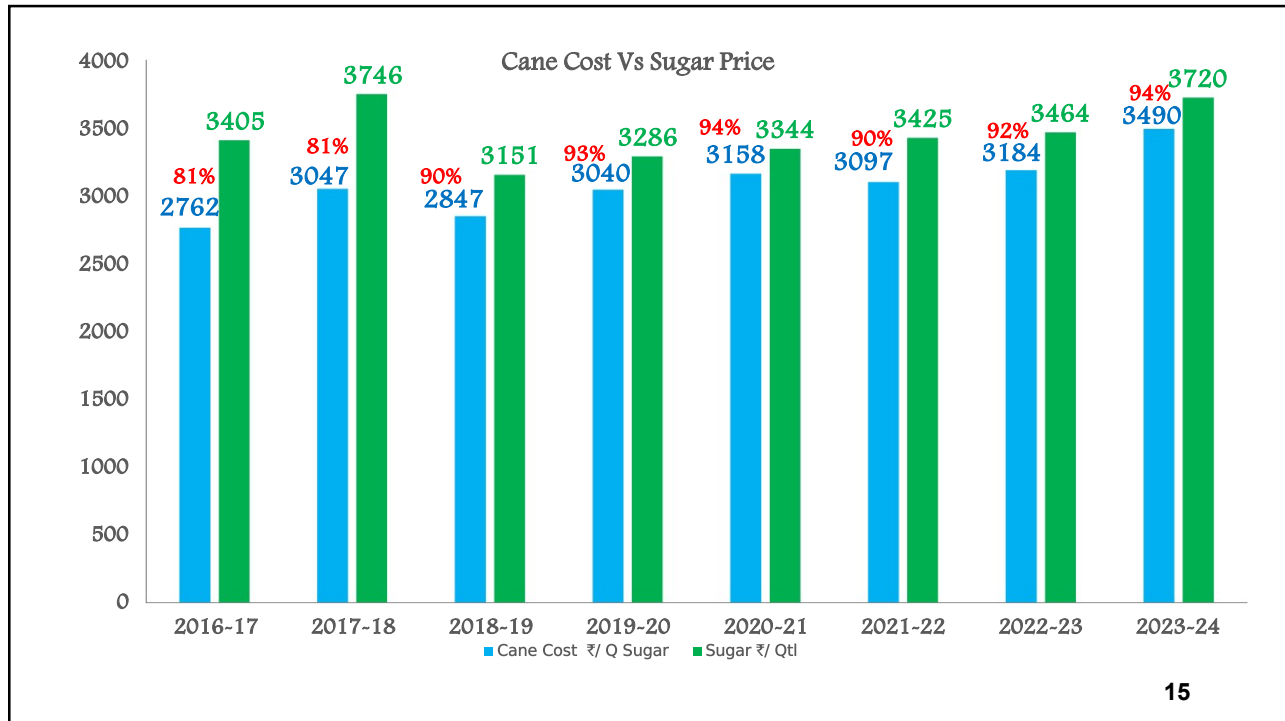
11

## PHYSICAL PERFORMANCE

	2023-24	2022-23	% change
No. of Days	299	306	2
Average crushing (tcd)	2895	3013	4
Cane crushed (lakh t)	8.66	9.22	6
Sugar Recovery (%)	9.54	9.94	40 bps
Sugar production (t)	82845	91326	9
Power production (Lakh Units)	1156	1213	5

12





# Market Dynamics



<b>Cost</b>	2023-24	2022-23	Change %
Cane ₹ /t	3329	3165	5
Coal ₹ /cvl	1.88	2.66	(29)
Biofuel ₹ /cvl	1.10	1.22	(10)

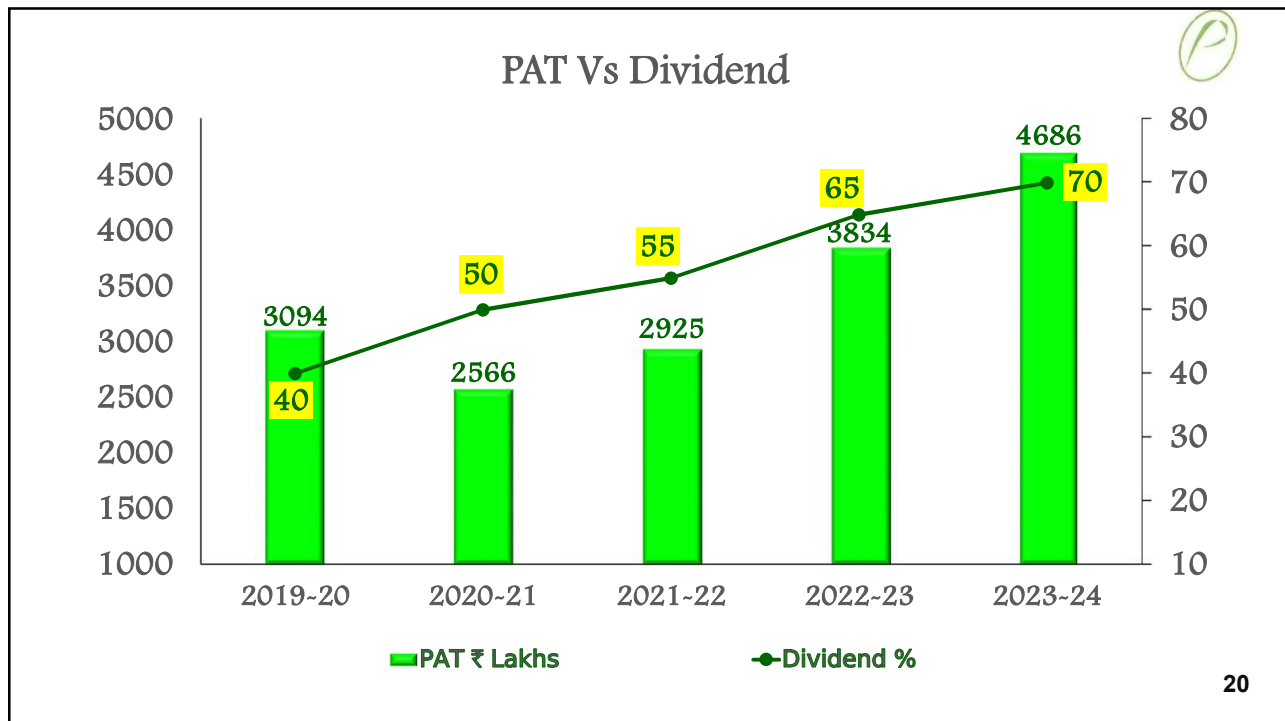
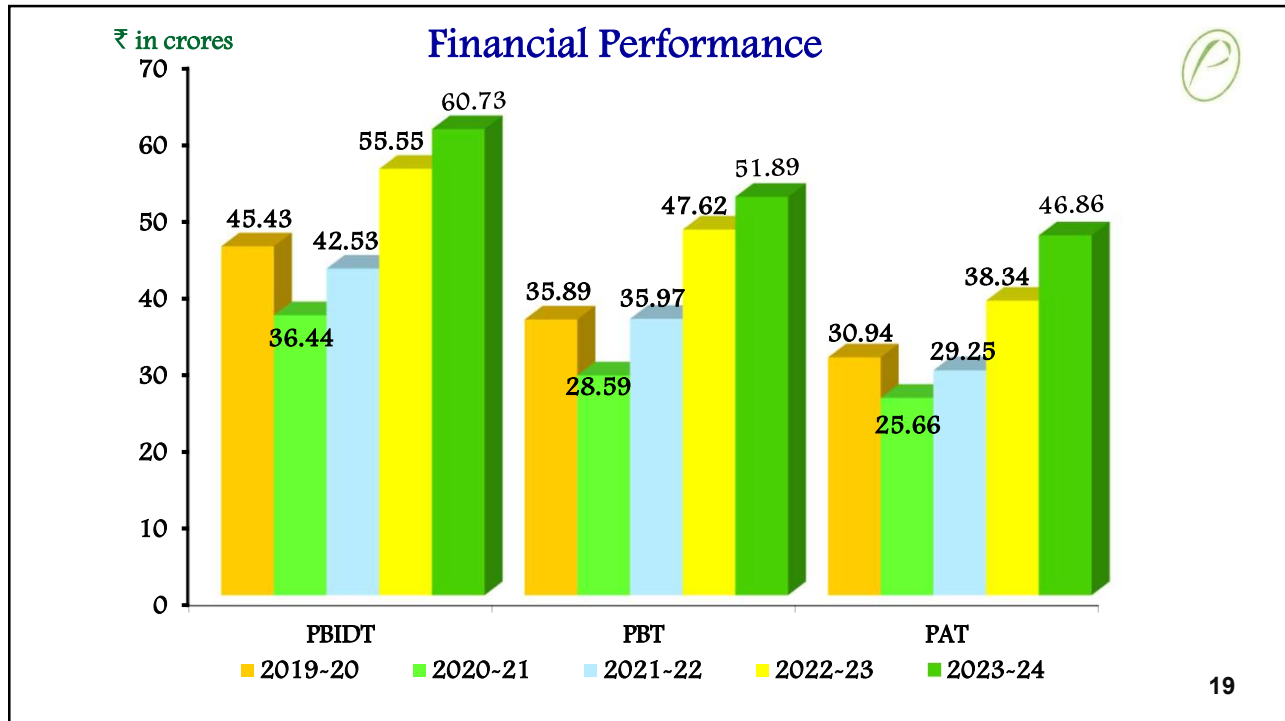
<b>Revenue</b>	2023-24	2022-23	Change %
Sugar ₹ /Qtl	3720	3464	7
Molasses ₹ /t	9912	9200	8
Power ₹ /kwh	5.83	4.88	19

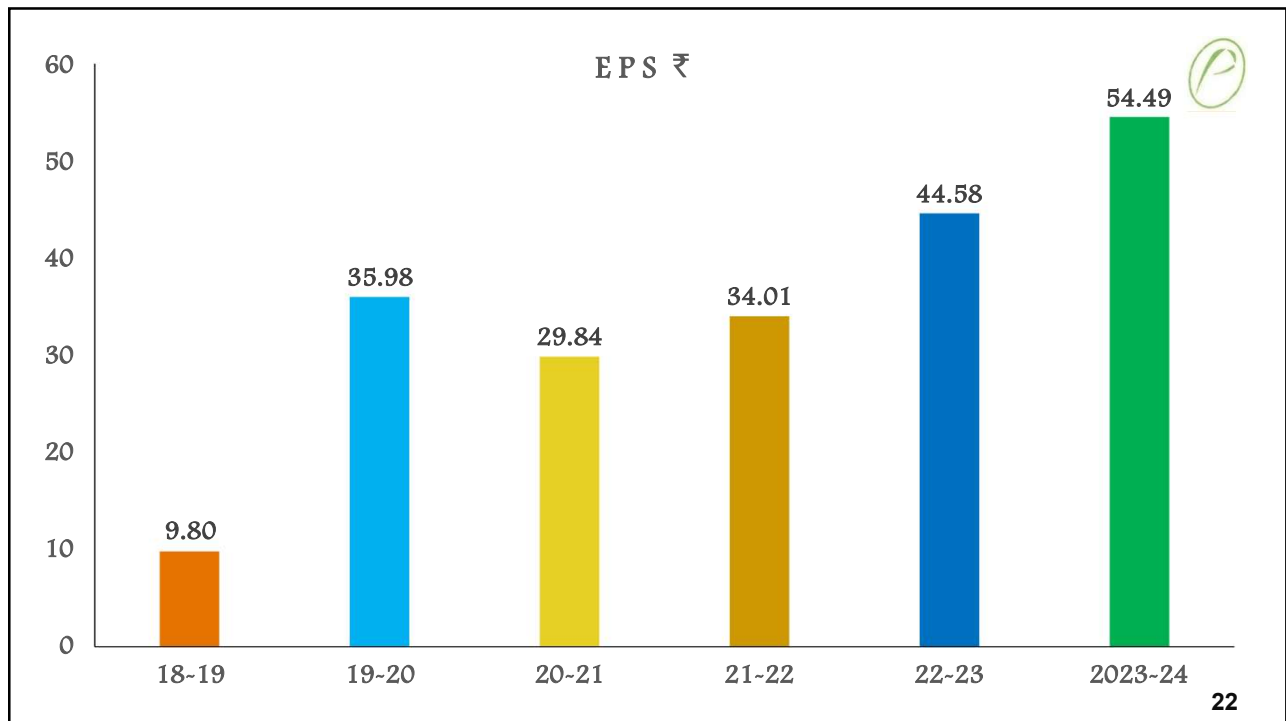
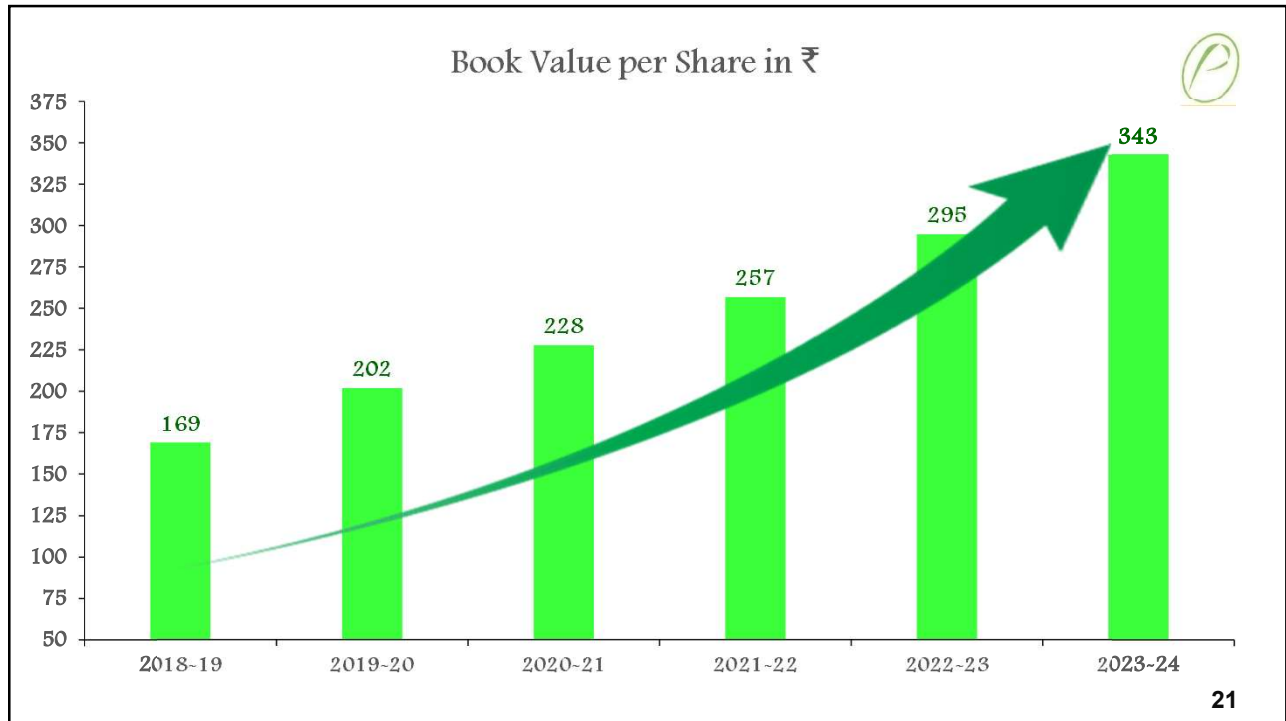
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( ₹ Crores)

FINANCIAL HIGHLIGHTS	Financial Year	
	2024	2023
Total Revenue	439	450
PBIDT	61	56
PBT	52	48
PAT	47	38

18





### FY'24 HIGHLIGHTS – QUARTERWISE

PARTICULARS	Q-I	Q-II	Q-III	Q-IV	TOTAL FY' 24
Cane crushed (t)	91713	288358	246163	239406	865640
Recovery (%)	10.01	9.18	9.21	10.13	9.54
Total Income (₹ Lakhs)	10732	12983	12647	7536	43898
Sugar Price (₹ / Qtl)	3599	3718	3799	3834	3720
Cane Cost (₹ / t)	3296	3196	3320	3488	3329
PBIDT (₹ Lakhs)	973	2006	1691	1403	6073
PBT (₹ Lakhs)	764	1791	1469	1165	5189

Positive PBT for 21 consecutive quarters

23

### MILESTONES TO CHERISH

- ❖ Balance Sheet size > ₹ 600 crore
- ❖ Total Equity > ₹ 500 crore
- ❖ Book value > ₹ 300
- ❖ PBIDT > ₹ 60 crore
- ❖ PBT > ₹ 50 crore

24

## Prescient Look into FY 2024~25

- ❖ Drought to depress Cane volume
- ❖ Recovery rebound unlikely
- ❖ Sugar prices to strengthen, so is cane cost
- ❖ One-off gains to disappear
- ❖ Strong liquidity – our great strength to stay afloat
- ❖ PBT to fall steeply YoY yet pretty positive & normative

25

