



Scrutinizer's Report - Combined

To

The Chairman of 19th Annual General Meeting of
Ponni Sugars (Erode) Limited
held on 24th July 2015 at 10.15 AM

Dear Sir,

1. I, A.S.Kalyanaraman, Practicing Chartered Accountant (Membership No.201149) have been appointed as a Scrutinizer by the Board of Directors of Ponni Sugars (Erode) Limited (the Company) by resolution passed at their meeting held on 29th May 2015 for the purpose of scrutinizing the voting process under:

- (i) Remote e-voting (e-voting);
- (ii) Postal Ballot; and
- (iii) Voting on Poll at the Annual General Meeting (AGM)

in terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules 2014 (the Rules) and Clause 35-B of the Listing Agreement on the resolutions proposed in the Notice for the 19th AGM held on 24th day of July 2015 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 Act and Rules relating to e-voting, postal ballot and poll on the resolutions proposed in the Notice for the 19th AGM of the Company. My responsibility as a scrutinizer for the e-voting process, postal ballot and for the poll at the AGM is restricted to the matters specified and relevant under the above Rules including preparation of Scrutinizer's Report in the manner specified therein.
3. I have been furnished by the company a list of Related Parties who shall not vote on Resolution No.5. I have verified and ensured that none of these related parties have voted on the Resolution No.5.

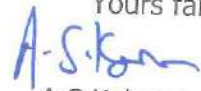
4. I have issued separate Scrutinizer's Report dated 24th July 2015 on the **e-voting, Postal Ballot** and **Poll** on the resolutions proposed in the Notice for the 19th AGM. As requested by the management, I now submit herewith my Combined Report on the results of e-voting, Postal Ballot and Poll in respect of each of the 6 resolutions contained in the Notice for the 19th AGM of the Company in Annx-1 hereto which shall form an integral part of this Combined Report.

Chennai
24 July 2015



N GOPALA RATNAM
(Countersigned by the Chairman)

Thanking you
Yours faithfully



A.S.Kalyanaraman
Practicing Chartered Accountant
Membership No.201149

Ponni Sugars (Erode) Limited

Annex - 2

19th Annual General Meeting – 24th July 2015

Consolidated Results of E-voting, Postal Ballot and Poll at the AGM

Item No.1 - Adoption of Financial Statements – Ordinary Resolution

Particulars	No. of Voters			Total	No. of Votes cast			Total	%
	Poll	E-voting	Postal Ballot		Poll	E-voting	Postal Ballot		
Assent	38	45	55	138	813,200	4,449,190	3,319	5,265,709	99.9992%
Dissent	1	-	2	3	5	-	35	40	0.0008%
Total	39	45	57	141	813,205	4,449,190	3,354	5,265,749	100.0000%
Invalid	1	-	9	10	2	-	476	478	

Item No.2 – Reappointment of retiring Director – Ordinary Resolution

Particulars	No. of Voters			Total	No. of Votes cast			Total	%
	Poll	E-voting	Postal Ballot		Poll	E-voting	Postal Ballot		
Assent	39	45	54	138	813,205	4,449,190	3,294	5,265,689	99.9989%
Dissent	-	-	3	3	-	-	60	60	0.0011%
Total	39	45	57	141	813,205	4,449,190	3,354	5,265,749	100.0000%
Invalid	1	-	9	10	2	-	476	478	

Item No.3 – Ratification of Auditors' Appointment – Ordinary Resolution

Particulars	No. of Voters			Total	No. of Votes cast			Total	%
	Poll	E-voting	Postal Ballot		Poll	E-voting	Postal Ballot		
Assent	39	45	55	139	813,205	4,449,190	3,344	5,265,739	99.9998%
Dissent	-	-	2	2	-	-	10	10	0.0002%
Total	39	45	57	141	813,205	4,449,190	3,354	5,265,749	100.0000%
Invalid	1	-	9	10	2	-	476	478	

A.S. Kalyanaram
A.S. KALYANARAM
M.No 201149

Item No.4 – New Articles of Association – Special Resolution

Particulars	No. of Voters				No. of Votes cast				%
	Poll	E-voting	Postal Ballot	Total	Poll	E-voting	Postal Ballot	Total	
Assent	39	45	54	138	813,205	4,449,190	3,294	5,265,689	99.9989%
Dissent	-	-	3	3	-	-	60	60	0.0011%
Total	39	45	57	141	813,205	4,449,190	3,354	5,265,749	100.0000%
Invalid	1	-	9	10	2	-	476	478	

Item No.5 – Related Party Transaction – Special Resolution

Particulars	No. of Voters				No. of Votes cast				%
	Poll	E-voting	Postal Ballot	Total	Poll	E-voting	Postal Ballot	Total	
Assent	36	37	55	128	812,664	1,084,724	3,344	1,900,732	99.9992%
Dissent	1	-	2	3	5	-	10	15	0.0008%
Total	37	37	57	131	812,669	1,084,724	3,354	1,900,747	100.0000%
Invalid	1	-	9	10	2	-	476	478	

Item No.6 – Remuneration to Cost Auditor for FY 2015-16 – Ordinary Resolution

Particulars	No. of Voters				No. of Votes cast				%
	Poll	E-voting	Postal Ballot	Total	Poll	E-voting	Postal Ballot	Total	
Assent	38	45	53	136	813,200	4,449,190	3,278	5,265,668	99.9985%
Dissent	1	-	4	5	5	-	76	81	0.0015%
Total	39	45	57	141	813,205	4,449,190	3,354	5,265,749	100.0000%
Invalid	1	-	9	10	2	-	476	478	

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