



Scrutinizer's Report on Postal Ballot

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies
(Management and Administration) Rules 2014

To

The Chairman
Ponni Sugars (Erode) Limited
Regd. Office: ESVIN House
13 Old Mahabalipuram Road
Perungudi
Chennai 600096

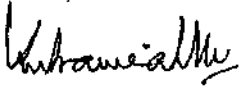
Dear Sir,


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 circular resolution passed on 07th December 2015 as a Scrutinizer for the purpose of scrutinizing the voting process through Postal ballot including remote e-voting in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014 on the resolutions proposed in the Postal Ballot Notice dated 07th December 2015.
2. The management of the company is responsible for compliance with the requirements of the Companies Act, 2013 and Rules relating to voting thro Postal Ballot on the resolution proposed in the Postal Ballot Notice. My responsibility as a Scrutinizer for the voting process is restricted to conducting the Postal Ballot in a fair and transparent manner and make the Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the Postal Ballot Notice dated 07th December 2015, based on (i) the reports provided by Cameo Corporate Services Ltd, Registrar and Share Transfer Agent (RTA), the authorized agency to provide Postal Ballot facilities, engaged by the Company; and (ii) 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.
3. I have scrutinized the voting process followed by the RTA and verified the following to my satisfaction:
 - i) The Postal Ballot Notice was sent by the company to all its shareholders by Professional Couriers on 19th December 2015.

- ii) The Notice as above was sent to shareholders who were members of the company on the "cut off" date i.e. 11th December 2015 being entitled to vote on the resolutions as set out in the Postal Ballot Notice.
- iii) In addition, the members whose email ids were registered with the company or the respective Depository Participants were communicated by email on 19th December 2015 by the company.
- iv) The company published requisite advertisement in Business Standard and MakkalKural on 21st December 2015 of the dispatch of Postal Ballot Notice and specifying requisite information in accordance with Rule 22(3) of the Companies (Management and Administration) Rules 2014.

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

- i) The voting process through Postal Ballot including e-voting, 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 facility remained open from Monday, the 21st December 2015 (10.00 AM) to Wednesday, the 20th January 2016 (5.00 PM).
- iii) The members of the company on the "cut off" date i.e., 11th December 2015 were given the facility to vote by Postal Ballot or electronically on the resolutions proposed in the Postal Ballot Notice.
- iv) The relevant portal for casting votes by the members of the company was blocked by CDSL at the close of voting period, namely, 20th January 2016 (5.00 PM).
- v) The votes electronically cast were unblocked in the presence of two witnesses, namely, Mr V Subramonia Pillai & Mr S G Ravi who are not in the employment of the company.
- 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, i.e. www.evotingindia.co.in
- vii) The duly filled in Postal Ballot forms received till 5 PM on 20th January 2016 were considered for postal ballot processing.
- viii) The Postal Ballot forms were opened on 21st January 2016 in the presence of the two witnesses mentioned under clause (v) above.
- ix) The two witnesses have signed hereunder in confirmation of e-votes unblocked in their presence and Postal Ballot forms opened in their presence.

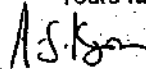
Signature 
Name: V Subramonia Pillai

Signature 
Name: S G Ravi

- x) Thereafter, the details containing, inter alia the list of equity shareholders who voted in the Postal Ballot form 'for' and 'against' was counted. A compact disc containing a list of equity shareholders who voted 'for', 'against' and those whose votes were declared invalid for the resolution is enclosed.
- xi) Based on the reports as above, I hereby furnish the result of the Postal Ballot including e-voting in respect of the resolution proposed in the Postal Ballot Notice of the company in the Annexure hereto which shall form an integral part of this Report.
5. The Register, all other papers and the relevant records pertaining to Postal Ballot including e-voting, would remain in my custody until the Chairman considers, approves and signs the minutes. Thereupon I shall handover same to the Company Secretary for safe keeping.

Thanking you


Yours faithfully



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

21st January 2016

Countersigned by:


N Gopala Ratnam
Chairman

PONNI SUGARS (ERODE) LIMITED

Regd. Office: ESVIN House, 13 Old Mahabalipuram Road, Perungudi, Chennai 600 096

Voting Results of the Postal Ballot

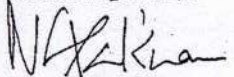
Voting Period 21-Dec-2015 (Monday) 10.00 am to 20-Jan-2016 (Wednesday) 05.00 pm

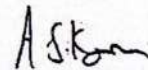
Total No. of shareholders on Cut-off date 9412

Agenda Increasing the limit for aggregate Foreign Portfolio Investment in the Equity Shares of the Company

Resolution required: (Ordinary / Special)		Special						
Whether promoter / promoter group are interested in the agenda / resolution?		No						
Category	Mode of Voting	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)]x 100
Promoter and Promoter Group	E-Voting	3642537	3642537	100.00	3642537	0	100.00	0
	Postal Ballot	3642537	0	0.00	0	0	0.000	0
	Total	3642537	3642537	100.00	3642537	0	100.00	0
Public - Institutions	E-Voting	2395650	0	0	0	0	0	0
	Postal Ballot	2395650	0	0	0	0	0	0
	Total	2395650	0	0	0	0	0	0
Public - Non-Institutions	E-Voting	2560231	508220	19.85	508220	0	100.00	0
	Postal Ballot	2560231	16482	0.64	16272	210	98.73	1.27
	Total	2560231	524702	20.49	524492	210	99.96	0.04
Grand Total		8598418	4167239	48.47	4167029	210	99.99	0.01

Countersigned by:


N Gopala Ratnam
Chairman



A S Kalyanaraman
Practising Chartered Accountant
Membership no 201149

Date: 21.1.2016