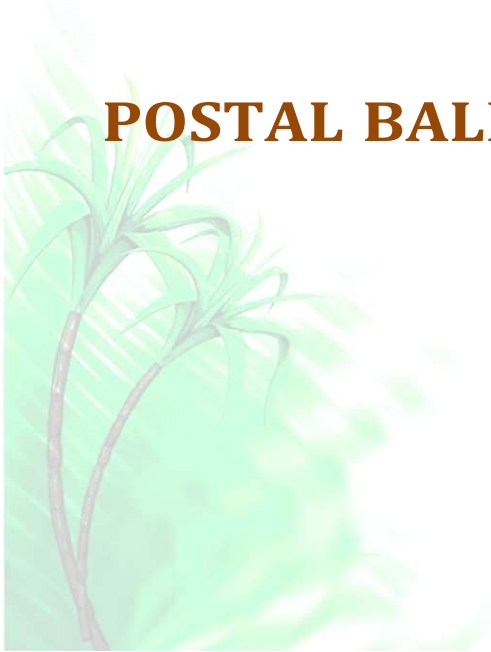




# **PONNI SUGARS (ERODE) LIMITED**

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

## **POSTAL BALLOT NOTICE 2023**





## 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](mailto:admin@ponnisugars.com); Website: [ponnisugars.com](http://ponnisugars.com)

### Postal Ballot Notice

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

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolution as set out hereunder is proposed to be passed by the shareholders as Special Resolution through Postal Ballot and remote electronic voting (“e-voting”). The explanatory statement pursuant to Section 102 of the Act pertaining to the resolution setting out the material facts and the reasons thereof is annexed hereto.

#### Resolution

##### Reappointment of Managing Director

To consider and if deemed fit, pass the following resolution as a Special Resolution:

- (i) “RESOLVED that pursuant to the provisions of Section 196 and 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of any other Law, Rules and Regulations as amended from time to time, Mr N Ramanathan [DIN:00001033] whose current term of office expires on 31.03.2023 be and is hereby re-appointed as Managing Director of the Company for a period of three (3) years from 01.04.2023 to 31.03.2026, not liable to retire by rotation;

- (ii) RESOLVED FURTHER that pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, approval be and is hereby accorded for payment of remuneration to Mr N Ramanathan as Managing Director during the above tenure as set out in the Statement pursuant to Section 102(1) of the Act attached hereto;
- (iii) RESOLVED FURTHER that the Board of Directors be and are hereby authorized to increase, vary or amend the remuneration and other terms of the appointment from time to time on the recommendation of the Nomination and Remuneration Committee provided that the overall increase arising therefrom during the tenure shall not be more than 50% of the remuneration set out in the statement under Sec.102(1) of the Act attached hereto;
- (iv) RESOLVED FURTHER that the Board of Directors (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and are hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board  
For Ponni Sugars (Erode) Limited

Sd/-

R Madhusudhan  
Company Secretary

Place: Chennai  
Date: 27<sup>th</sup> January, 2023

## Statement pursuant to Section 102 of the Companies Act, 2013

### Reappointment of Managing Director:

1. The current term of Mr N Ramanathan [DIN:00001033] as Managing Director ends on 31.03.2023. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 27th January 2023 have (a) re-appointed Mr N Ramanathan as Managing Director of the Company for a further period of three years from 1st April 2023, not liable to retire by rotation and (b) approved the remuneration package (that had the prior approval of Audit Committee on 27.01.2023) as under, subject to the approval of shareholders.

1. Period	01 <sup>st</sup> April 2023 to 31 <sup>st</sup> March 2026.
2. Salary	i) Basic: Rs.6,50,000/- p.m (Rupees six lakhs fifty thousand per month) ii) Special Allowance: Rs.1,00,000/- p.m (Rupees one lakh per month)
3. Allowances / Perquisites:	i) Housing or HRA of Rs.1,50,000/- p.m. (Rupees one lakh fifty thousand per month) ii) Medical, LTA, Leave including encashment, other benefits and amenities as applicable for Senior Management and as determined by the board.
4. Retirement benefits	Employer contribution to Provident Fund, New Pension System and Gratuity as determined by Board.
5. Incentive	Varying between 75% and 150% of annual basic salary as decided by the Board on the recommendation of the Nomination and Remuneration Committee.
6. Minimum Remuneration	In the event of loss or inadequacy of profits in any financial year, Mr.N.Ramanathan shall be paid remuneration by way of salary, perquisites and retirement benefits as specified above. Incentive amount shall be as decided by the Board.

2. Section 196 read with Schedule V of the Companies Act, 2013, requires special resolution to be passed for the appointment or continue the employment of a person as Managing Director, if he has attained the age of 70 years and explanatory statement shall indicate justification for appointing such person. Mr N Ramanathan aged 68 years would be attaining the age of 70 years during the ensuing term. Accordingly, Special Resolution is proposed for the current reappointment.

3. Mr N Ramanathan is a Chartered Accountant, Company Secretary and Cost Accountant. He is a University rank holder in B.Com and All India rank holder in Chartered Accountancy. He brings to bear profound knowledge and rich experience in the fields of Finance, Taxation, Legal and General Management. He has deep insight into the dynamics of sugar industry. He is being continually re-inducted into the Executive Committee of ISMA, SISMA-TN and on the Board of Indian Sugar Exim Corporation Ltd besides being part of several sub-committees in these bodies. He is well connected with industry peers and respected for his domain knowledge. He is also associated with a few business chambers and a speaker on professional platforms.
4. Mr N Ramanathan is quite active and alert and in the opinion of the Board, he is suitable for being continued as Managing Director of the company after attaining the age of 70 years. The Board accordingly recommends his re-appointment by special resolution for the consideration of shareholders. The terms of appointment and remuneration of Mr N Ramanathan have been determined by the Board on the recommendations of the Nomination and Remuneration Committee having regard to the extant provisions of the Companies Act, 2013 and Schedule V thereof.
5. Sugar industry is intrinsically cyclical with huge swings in production between years and sugar prices are subject to volatility depending upon multitude of global and domestic factors. Since sugarcane and sugar are politically sensitive, they are subject to regulatory controls of the Government.
6. No doubt, our company is relatively better placed with relentless focus on cane development, cost curtailment and prudent financial management. We have indeed achieved commendable financial results during FY 2021-22 and FY 2022-23 (up to Q3). Nonetheless, the overwhelming macro challenges may continue to exert pressure on future profitability. Accordingly, it is but desirable to fix minimum remuneration for the Managing Director in the case of absence or inadequacy of profits in a year.
7. The company has not defaulted in debt servicing. The parameters for consideration of remuneration to Managing Director in the absence of adequate profits in any year as specified under Section 200 of the Companies Act read with

Rule 6 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 have been duly considered by the Nomination and Remuneration Committee and Board in determining the minimum remuneration. The Statement containing prescribed information as per Schedule V of Companies Act, 2013 is furnished vide **Appendix-1**.

8. The Managing Director shall adhere to the company's code of conduct. There is no contract in writing with the Managing Director and the above may be treated as the written memorandum setting out the terms of appointment of Managing Director vide Section 190(1)(b).
9. Particulars required under Reg. 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given in **Appendix-2** that forms part of this Notice.
10. The Company has received all statutory disclosures / declarations from Mr N Ramanathan, including (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and the Company has also received a notice under Section 160 of the Companies Act, 2013 from a member, intending to propose Mr N Ramanathan to the office of Director. Mr N Ramanathan is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.
11. Other than Mr N Ramanathan, no Director or Key Managerial Personnel or their relatives are concerned or interested in this item of business.
12. The Board recommends the Special Resolution set out in the Notice for approval of the shareholders.

By Order of the Board  
For Ponni Sugars (Erode) Limited

Sd/-

R Madhusudhan  
Company Secretary

Place: Chennai  
Date: 27<sup>th</sup> January, 2023

**Statement containing required information as per Part II of Section II of  
Schedule V to the Companies Act, 2013**

**I. General Information**

1. *Nature of Industry:*

Manufacture of sugar and its by-products and cogeneration of power.

2. *Date of commencement of Commercial production:*

The Company was transferred the Erode Sugar Mill Undertaking of erstwhile Ponni Sugars and Chemicals Limited effective 1st April 1999 in terms of a Demerger Scheme sanctioned by High Court of Madras. Commercial production in Erode sugar mill commenced on 3rd December 1984.

3. *In case of new companies, expected date of commencement of activities:*

Not Applicable

4. *Financial performance based on given indicators*

(Rs.in lakhs)

<b>Particulars</b>	<b>2021-22</b>	<b>2020-21</b>	<b>2019-20</b>
Total Income	29532	26255	31453
Profit before Tax	3597	2859	3589
Profit after Tax	2925	2566	3094
Net Worth	22090	19587	17345

5. *Foreign Investments or collaborations, if any*

	<b>No. of Shares</b>	<b>%</b>
Shareholding by FPI	1701743	19.79
Shareholding by FII	300000	3.49

**II. Information about the appointee**

1. *Background details*

Mr N Ramanathan is professionally qualified as Chartered Accountant, Company Secretary and Cost Accountant with an impressive academic track record. He has made credible contribution during his long stint of association with the Company and Group in diverse role and responsibilities.

2. *Past remuneration*

(Rs lakhs)

2021-22	2020-21	2019-20
173	173	142

3. *Recognition or awards*

Mr N Ramanathan is a University rank holder in B.Com and All India rank holder in Chartered Accountancy. He is presently a Committee member in Indian Sugar Mills Association, SISMA-TN and Hindustan Chamber of Commerce and Chairperson of sub-Committees. He is nominated by ISMA to the Board of Indian Sugar Exim Corporation Ltd. He is also on the Board of other corporates as non-executive director.

4. *Job profile and suitability*

Mr N Ramanathan is experienced in sugar industry for over 3 decades. He had earlier worked in paper and electronics industries. He has proven expertise in business planning and strategic decision making. He is well versed in Finance, Taxation and General Management. He brings to bear commendable inter personal skills and in the opinion of Board has the requisite leadership qualities to head the Company.

5. *Remuneration proposed*

As set out in the Explanatory Statement to the Notice.

6. *Comparative remuneration profile with respect to Industry, size of the company, profile of the position and person*

Considering the profile of Mr N Ramanathan and current trend of compensation package in corporates, the remuneration proposed is in line with comparable remuneration levels in the industry.

7. *Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel if any.*

Mr N Ramanathan holds 3001 Equity Shares in the Company. Other than the remuneration stated above, he has no pecuniary relationship directly or indirectly with the Company. No managerial personnel in the company is a relative of him.



### **III. Other information**

*1. Reasons of loss or inadequate profits*

The Company has achieved profits in most of the years. However, sugar industry is intrinsically cyclical with huge swings in production between years. Sugar prices precariously fall both in the global and local markets during glut in supply. Since sugar and sugarcane are essential commodities and politically sensitive, they are subject to State intervention like export ban/ duty or arbitrary price fixation. Sugarcane availability for the company is impacted by monsoon flow in river Cauvery and water table in the region. Hence cane availability would be a key challenge to both top-line and bottom-line.

*2. Steps taken or proposed to be taken for improvement*

The Company has implemented a Cogen Project to de-risk its business model and diversify the revenue stream. It is in continuous pursuit of cost reduction measures. Through multitude of efforts and relentless focus, it has in the recent years achieved increased cane volume and improved sugar recovery.

*3. Expected increase in productivity and profit in measurable terms.*

The Company has remained profitable in most of the years since inception. It has posted exceptionally good results upto Q3 of the current financial year 2022-23. It maintains commendable control over its operations that are however subject to climatic challenges, State intervention and other external adversities.

### **IV. Disclosures**

Remuneration details would be disclosed in the Corporate Governance Report attached to Board's Report of financial statements for the financial year 2022-23 as required.

**Details of Director seeking reappointment**

[Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director seeking reappointment	<b>Mr N Ramanathan</b>
Director Identification Number (DIN)	00001033
Date of Birth / Age	14.06.1954 (68)
Qualification	B.Com, ACA, ACS, ACMA
Experience & Expertise	<ul style="list-style-type: none"> <li>○ A professional with impressive academic track record.</li> <li>○ Vast experience in diverse disciplines of Finance, Taxation and General Management.</li> <li>○ Over three decades of hands on experience in sugar industry</li> <li>○ Regular member on the executive committee of industry associations.</li> <li>○ Widely participates in professional forums.</li> </ul>
Terms and Conditions of reappointment	He is proposed to be re-appointed as Managing Director for three (3) years from 1 <sup>st</sup> April 2023, not liable to retire by rotation subject to approval of shareholders by Special Resolution
Remuneration proposed to be paid	As set out in the Explanatory Statement of the Notice.
Remuneration last drawn	
Commission	
Date of first appointment on the Board	01.04.2005
Shareholding in the Company	3001
Relationship with other directors, manager and key managerial personal	NIL
Number of Board meetings attended up to 31.01.2023 (FY 2022-23)	5
Other directorships	<p><i>Director</i></p> <ol style="list-style-type: none"> <li>1. Esvi International (Engineers &amp; Exporters) Ltd</li> <li>2. Matheson Bosanquet Enterprises Ltd</li> <li>3. Hindustan Chamber of Commerce</li> <li>4. Indian Sugar Exim Corporation Ltd (ISEC)</li> </ol>
Membership / Chairmanship of Committees in other companies	<ol style="list-style-type: none"> <li>1. Indian Sugar Exim Corporation Limited – Audit Committee &amp; Legal Committee Member</li> <li>2. Indian Sugar Mills Association (ISMA) – Committee Member</li> <li>3. South Indian Sugar Mills Association, Tamil Nadu (SISMA) – Committee member</li> <li>4. Hindustan Chamber of Commerce – Chairman, Industries Development Committee</li> </ol>
Resignation of directorships from the listed entities during past three years	NIL

**Notes:**

- (1) This Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial owners, received from the National Securities Depository Ltd (NSDL) / Central Depository Services (India) Ltd (CDSL) as on Friday, the 03<sup>rd</sup> February, 2023 (cut-off date).
- (2) This notice is being sent in electronic form to the email address registered with the depository participants (in the case of demat holding) / the Company's Registrar and Transfer Agents (in the case of physical holding). In addition, the Notice is displayed on the website of the Company at [www.ponnisugars.com](http://www.ponnisugars.com). Ministry of Corporate Affairs (MCA) vide its General Circular No.11/2022 dated 28.12.2022 has decided to allow Companies to transact items through postal ballot up to 30<sup>th</sup> September 2023 in accordance with framework provided in the MCA General Circular Nos.14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, 22/2020 dated 15.06.2020, 33/2020 dated 28.09.2020, 39/2020 dated 31.12.2020, 10/2021 dated 23.06.2021, 20/2021 dated 08.12.2021 and 03/2022 dated 05.05.2022. In compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot notice along with Postal Ballot Forms and prepaid business envelop is not being sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.
- (3) In compliance with the provisions of the Companies Act, 2013, the Rules made thereunder and in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has provided the facility to the Members to exercise their votes electronically through the remote electronic voting (e- voting) facility arranged with CDSL.
- (4) Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, the 03<sup>rd</sup> February, 2023 (Cut-off date) will alone be entitled for the e-voting.
- (5) Resolution passed by the Members through e-voting is deemed to have been passed as if it has been passed at a General Meeting of the Members.
- (6) Members are advised to read carefully the voting instructions appended hereunder before casting their votes.

(7) For any assistance members may contact:

Mr R Madhusudhan, Company Secretary, Ponni Sugars (Erode) Limited ESVIN House,13 Rajiv Gandhi Salai (OMR) Perungudi Chennai 600 096 Ph: 044-24961920 E-mail: <a href="mailto:admin@ponnisugars.com">admin@ponnisugars.com</a>	Ms K Sree Priya Vice President & Company Secretary Cameo Corporate Services Ltd "Subramanian Buildings" 5 <sup>th</sup> Floor No.1 Club House Road Chennai 600002 Ph: 044-28460390 (6 lines) E-mail: <a href="mailto:Investor@cameoIndia.com">Investor@cameoIndia.com</a>
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## Voting Process & Instructions

### (A) Remote e-Voting Facility

1. The Remote e-Voting facility is offered through e-Voting services provided by Central Depository Services (India) Limited (CDSL).
2. Remote e-Voting commences on Saturday, the **11<sup>th</sup> February, 2023** (10.30 AM) and ends on Sunday, the **12<sup>th</sup> March, 2023** (5.00 PM). During this period, members holding shares either in physical or dematerialized form, as on the cut-off date of 03<sup>rd</sup> February 2023 may cast their vote electronically. The e-voting portal will be disabled by CDSL for voting thereafter.

### (B) Login for Remote e-voting

#### I Demat Holders

1. Pursuant to SEBI Circular No. SEBI/HO/ FD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories/ Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts for seamless access to e-voting facility.
2. In order to increase the efficiency of the voting process, all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants, will be able to cast their vote without having to register again with the E-voting Service Providers (ESPs).
3. Pursuant to the above SEBI Circular, Login for e-Voting for shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Shareholders (user) who have opted for CDSL’s Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>. Then click on Login icon and select New System Myeasi.</li> <li>2) After successful login, the user will see the e-voting menu. On clicking the e-voting menu, he/ she will see the holdings along with links of the respective e-Voting service provider which is CDSL in our case. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers’ site directly.</li> <li>3) If the user is not registered for Easi/ Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a> or <a href="https://web.cdslindia.com/myeasinew/Registration/EasiestRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiestRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility – <ol style="list-style-type: none"> <li>(a) Please visit the e-Services website of NSDL <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>(b) Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open.</li> <li>(c) Enter your User ID and Password.</li> <li>(d) After successful authentication, you will see e-Voting services.</li> <li>(e) Click on “Access to e-Voting” under e-Voting services and you will see e-Voting page.</li> <li>(f) Click on company name or e-Voting service provider name.</li> <li>(g) You will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol> </li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

	<p>3) Alternatively, the user can directly visit the e-Voting website of NSDL <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>.</p> <p>(a) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section.</p> <p>(b) A new screen will open. Enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>(c) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>(d) Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>1) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility.</p> <p>2) After successful login, you will be able to see e-Voting option.</p> <p>3) Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>4) Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period.</p>

4. Members who are unable to retrieve User ID/ Password are advised to use Forget User ID /Forget Password option available at above mentioned website.

**5. Registration of e-mail with DPs**

Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

- *For Physical shareholders-* please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar card) by email to Company/RTA email id.
- *For Demat shareholders -* please provide your email id and mobile no with your respective Depository Participant (DP)
- *For Individual Demat shareholders -* please update your email id and mobile no with your respective Depository Participant (DP) which is mandatory while e-voting.

## II. Login method for e-voting for Physical shareholders and Non-Individual shareholders

1. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on “Shareholders” module.
3. Now enter your User ID - Folio Number / DP Id-Client ID of shareholder.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password to be used.
6. If you are a first-time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>o Shareholders who have not updated their PAN with the Company/Depository Participant are requested to <b>use the sequence number</b> sent by Company/RTA or contact Company/ RTA.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>o If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>

7. After entering these details appropriately, click on “SUBMIT” tab.
8. Shareholders holding shares in physical form will then directly reach the company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
  - (i) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
  - (ii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired.

The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (iii) Click on the “RESOLUTION FILE LINK” if you wish to view the details of the Resolution.
- (iv) After selecting the resolution you have decided to vote on, click “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (v) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (vi) You can also take a print of the vote cast by clicking on “Click here to print” option on the voting page.
- (vii) If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on “Forgot Password” and enter the details as prompted by the system.

**(C) Additional Facility for Non-individual Shareholders and custodians –Remote Voting only**

1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
3. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
4. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
5. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
6. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [admin@ponnisugars.com](mailto:admin@ponnisugars.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



#### **(D) General Instructions**

1. The cut-off date for the purpose of e-voting has been fixed as 03.02.2023. Shareholders holding shares as on this date alone are entitled to vote.
2. Voting rights of shareholders shall be in proportion to their shareholding in the company as on the cut-off date i.e Friday, the 03<sup>rd</sup> February, 2023.
3. The Board of Directors have appointed Mr A S Kalyanaraman, Practicing Chartered Accountant (Membership No. 201149) as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
4. The Scrutinizer's decision on the validity of the e-voting shall be final.
5. The Scrutinizer upon the conclusion of voting period will:
  - (i) Unblock the votes cast through Remote e-Voting in the presence of two witnesses not in the employment of the company.
  - (ii) Submit Scrutinizer's report of the total votes cast through Remote e-Voting in favour or against, to the Chairman.
6. Voting Results
  - i) The Chairman or a person authorised by him in writing shall declare at or before 5 PM on Monday the 13<sup>th</sup> day of March 2023 at the registered office of the company the result of the voting based on the Scrutinizer's report and have it declared.
  - (ii) The results immediately on declaration along with the scrutinizer's report will be displayed at the registered office of the company, placed on the company's website [www.ponnisugars.com](http://www.ponnisugars.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) and also communicated to NSE and BSE forthwith.
  - (iii) Subject to receipt of requisite number of votes, the resolution shall be deemed have been passed on the last date of remote e-voting i.e. 12<sup>th</sup> March 2023.

## (E) Help Centre

1. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
2. Person responsible to address the grievances connected with the facility for e-Voting:

Name: Mr Rakesh Dalvi  
Designation: Manager  
Address: Central Depository Services (India) Ltd  
A wing, 25th Floor, Marathon Futurex  
Mafatlal Mill Compounds  
N M Joshi Marg, Lower Parel (East)  
Mumbai 400 013  
Email ID: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)  
Phone No. 022-23058542 / 8543

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