



PONNI SUGARS (ERODE) LIMITED

CIN:L15422TN1996PLC037200

ESVIN HOUSE, 13 Rajiv Gandhi Salai (OMR), Perungudi, Chennai 600096

Phone: 044 24961920

Email:admin@ponnisugars.com Website:www.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 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 appended resolution is proposed to be passed by the members by postal ballot through remote electronic voting ('e-voting'). The explanatory statement pertaining to the resolution setting out the material facts is annexed hereto.

Resolution:

Appointment of Mr. P Manoharan as an Independent Director of the Company:

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

“RESOLVED that pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment thereof for the time being in force], Mr. P.Manoharan (DIN: 09706869) be and is hereby appointed as an Independent Director of the company, not liable to retire by rotation and to hold office for a fixed term of five (5) years from 01.10.2022 to 30.09.2027.”

(By Order of the Board)

For PONNI SUGARS (ERODE) LIMITED

Place: Chennai
Date : 17.09.2022

R Madhusudhan
Company Secretary

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts concerning the proposal is annexed.
2. This Notice is being sent to all the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 23.09.2022 (Cut-off date).
3. 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. Ministry of Corporate Affairs (MCA) vide its General Circular No.3/2022 dated 05.05.2022 has decided to allow Companies to transact items through postal ballot up to 31st December 2022 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 and 20/2021 dated 08.12.2021. 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.
4. In compliance with the provisions of the Companies Act, 2013, the Rules made thereunder and in terms of Reg.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 e-voting facility arranged with CDSL.
5. Members whose names appear on the Register of Members / List of Beneficial Owners as on 23.09.2022 (Cut-off date) will alone be considered for being entitled to vote for the e-voting.
6. Resolution passed by the Members through electronic voting (e-voting) shall be deemed to have been passed as if they have been passed at a General Meeting of the Members.
7. Members are advised to read carefully the voting process and instructions appended hereunder before casting their votes.
8. For any assistance members may contact:

Mr R Madhusudhan, Company Secretary Ponni Sugars (Erode) Ltd, ESVIN House, 13 Rajiv Gandhi Salai (OMR), Perungudi, Chennai 600096 Phone:044-24961920 Email:admin@ponnisugars.com	Cameo Corporate Services Ltd. "Subramanian Buildings", 5th Floor No.1, Club House Road, Chennai 600 002 Phone: 044-28460390 (6 lines) Email: investor@cameoindia.com Contact person: Ms K Sreepriya, Vice President & Company Secretary
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Statement pursuant to Section 102 of the Companies Act, 2013

Appointment of Independent Director

The Company presently has five Independent and five non independent directors that conforms to the composition of directors required under the Companies Act, 2013 as well as SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR). Of this, the tenure of Dr L M Ramakrishnan, Independent Director ends on 30th September 2022. The Board of Directors at their meeting held on 17.09.2022 based on the recommendation of Nomination and Remuneration Committee (NRC), appointed Mr P Manoharan (DIN: 09706869) as an additional director of the Company in the category of independent director from 01.10.2022 to hold office up to the date of the ensuing Annual General Meeting.

The Board further decided to seek the approval of members by a special resolution to appoint Mr P Manoharan as an Independent Director of the company, not liable to retire by rotation, for a fixed term of five years from 01.10.2022 to 30.09.2027.

Mr. P Manoharan is not disqualified for being appointed as a director in terms of Section 164 of the Companies Act, 2013. The company has received the following in respect of his appointment:

- i) Consent to act as Director – Sec.152(5) of the Act - Rule 8 of Companies (Appointment and Qualification of Directors) Rules 2014.
- ii) Form DIR 8 intimating that he is not disqualified under Sec.164(2) of the Act – Rule 14 of Companies (Appointment and Qualification of Directors) Rules 2014.
- iii) Notice in writing from a member proposing the candidature of the above person for being appointed as Director of the company – Sec.160 of the Act.
- iv) Declaration from the Independent Director that he meets with the criteria of independence prescribed both under the Act and LODR.

Mr. P Manoharan is a farmer cum entrepreneur for the past 25 years. He supplies sugarcane to the Company as a registered cane grower, but is not a material supplier having regard to the insignificant value of supply compared to the turnover of the Company. He has expertise in team leadership and enjoys harmonious relationship with local farmers. His name is included in the data bank of Independent Director's Data Bank as required under the Companies (Appointment & Qualification of Directors) Rules, 2014. In the opinion of the Board, Mr. P Manoharan is a person of integrity and possess relevant expertise and experience and fulfills the conditions for being appointed as Independent Director as specified in the Companies Act, 2013 and SEBI-LODR and he is independent of the management. Details of Mr. P Manoharan are furnished in **Appendix-1** pursuant to Regulation 36(3) of LODR.

The Independent Director would be eligible for sitting fee for attending the Board and any other Committee meetings in which he is a member, within the ceiling prescribed by the Act, as determined by the shareholders and the Board from time to time. He would also be eligible for commission out of the net profits of the company within the limits permissible under Law and approved by shareholders. He shall however not be entitled to any stock option.

All the material documents referred to in the Notice and this Statement such as statutory forms, draft letters of appointment setting out the terms and conditions of appointment etc. are available for inspection without any fee by the members at the registered office of the Company during normal business hours on working days from the date of dispatch of the Notice till the date of closing of voting period, i.e., 30.10.2022. The draft Letter of Appointment setting out terms and conditions of appointment is also available on the website of the Company.

Mr. P Manoharan is interested in the resolution concerning his appointment. Save and except same, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

In deference to Section 150 (2) of the Act and Regulation 25 (2A) of the SEBI LODR, the appointment of independent director shall be subject to the approval of the shareholders by special resolution. Accordingly, the approval of shareholders by way of special resolution is sought for appointment of Mr. P Manoharan as independent director for a five (5) year tenure from 01.10.2022 to 30.09.2027.

The Board recommends the Special Resolution of the Notice for approval by the members.

(By Order of the Board)
For PONNI SUGARS (ERODE) LIMITED

Place: Chennai
Date : 17.09.2022

R Madhusudhan
Company Secretary

Details of Director seeking appointment

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

Name of Director seeking appointment	Mr. P Manoharan
Director Identification Number (DIN)	09706869
Date of Birth / Age	12.07.1972 (50)
Qualification	Diploma in Civil Engineering
Experience & Expertise	Hailing from the sugar mill neighbourhood, he has been a successful farmer cum entrepreneur for the past 25 years. He has expertise in team leadership, business development and enjoys harmonious relationship with local farmers.
Terms and Conditions of appointment	Independent director for 5 years from 01.10.2022 to 30.09.2027
Remuneration proposed to be paid	Sitting fee and commission as decided by the Board of Directors from time to time within the ceiling approved by the shareholders
Remuneration last drawn	NIL
Commission	NIL
Date of first appointment on the Board	01.10.2022
Shareholding in the Company	128
Relationship with other directors, manager and key managerial personal	NIL
Number of Board meetings attended during the year	Not Applicable
Other directorships	NIL
Membership / Chairmanship of Committees in other companies	NIL
Resignation of directorships from the listed entities during past three years	NIL

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 01st October, 2022 (10.30 AM) and ends on Sunday the 30th October, 2022 (5.00 PM). During this period, members holding shares either in physical or dematerialized form, as on the cut-off date of 23rd September 2022 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-votng 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 CDSL	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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com . Then click on Login icon and select New System Myeasi.

	<p>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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility –</p> <ol style="list-style-type: none"> (a) Please visit the e-Services website of NSDL https://eservices.nsdl.com (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. (c) Enter your User ID and Password. (d) After successful authentication, you will see e-Voting services. (e) Click on “Access to e-Voting” under e-Voting services and you will see e-Voting page. (f) Click on company name or e-Voting service provider name. (g) You will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Alternatively, the user can directly visit the e-Voting website of NSDL https://www.evoting.nsdl.com/.</p> <ol style="list-style-type: none"> (a) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. (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>(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>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<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.
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 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) <input type="radio"/> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR 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. <input type="radio"/> 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.

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 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.
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 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, 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 23.09.2022. 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. 23.09.2022.
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 5 PM on Monday the 31st day of October 2022 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 and on the website of CDSL 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 date of declaration of results.

(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 under help section or send an email to 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
25th Floor, Marathon Futurex
Mafatlal Mill Compounds
N M Joshi Marg, Lower Parel (East)
Mumbai 400 013
Email ID: helpdesk.evoting@cdslindia.com
Phone No. 022-23058542 / 8543
