



## **PONNI SUGARS (ERODE) LIMITED**

CIN:L15422TN1996PLC037200

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

Phone: 044 39279300 Fax: 044 24960156

Email: admin@ponnisugars.com Website: www.ponnisugars.com

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### **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 resolutions are proposed to be passed by the members by postal ballot / remote electronic voting ('e-voting'). The explanatory statement pertaining to the resolutions setting out the material facts is annexed along with a Postal Ballot Form (the Form) for your consideration.

#### **Resolutions**

**1. Reappointment of Dr Nanditha Krishna 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] Dr Nanditha Krishna (DIN 00906944) who was appointed as an Independent Director of the company to hold office till 31<sup>st</sup> March 2019, and being eligible for one more term, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 years from 1<sup>st</sup> April 2019 to 31<sup>st</sup> March 2024."

**2. Reappointment of Mr V Sridar 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 V Sridar (DIN 02241339) who was appointed as an Independent Director of the company to hold office till 31<sup>st</sup> March 2019, and being eligible for one more term, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 years from 1<sup>st</sup> April 2019 to 31<sup>st</sup> March 2024 and his reappointment will continue to remain in force after his age crossing 75 years during this tenure."

**3. Reappointment of Mr K Bharathan 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 K.Bharathan (DIN 00210433) who was appointed as an Independent Director of the company to hold office till 31<sup>st</sup> March 2019, and being eligible for one more term, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 years from 1<sup>st</sup> April 2019 to 31<sup>st</sup> March 2024.”

**4. Reappointment of Dr L M Ramakrishnan 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] Dr L.M.Ramakrishnan (DIN 00001978) who was appointed as an Independent Director of the company to hold office till 31<sup>st</sup> March 2019, and being eligible for one more term, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term from 1<sup>st</sup> April 2019 to 30<sup>th</sup> September 2022 not withstanding his age being above 75 years.”

(By Order of the Board)

**For PONNI SUGARS (ERODE) LIMITED**

Place : Chennai  
Date : 8<sup>th</sup> February 2019

**N Ramanathan**  
Managing Director

**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 15.2.2019 (Cut-off date).
3. This Notice is being sent in physical form in permitted mode along with a postage-prepaid self-addressed Business Reply Envelope to all members. In addition, it is sent in electronic form to the email address registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). The Notice is also displayed on the website of the company at [www.ponnisugars.com](http://www.ponnisugars.com).
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 also 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 15.2.19 (Cut-off date) will alone be considered for being entitled to vote under either mode.
6. Resolution passed by the Members through postal ballot / remote 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 S Viswanathan AGM (Secretarial) Ponni Sugars (Erode) Ltd, ESVIN House 13 Rajiv Gandhi Salai (OMR) Perungudi, Chennai 600096 Phone:044-39279339 Email:svs@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, Secretary
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## Statement pursuant to Section 102 of the Companies Act, 2013

### Item Nos.1 to 4

#### Reappointment of Independent Directors

The Companies Act, 2013 (the Act) read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) requires our company to have at least half of the Board of Directors as Independent Directors. In deference to this, the company at the 18<sup>th</sup> Annual General Meeting held on 22<sup>nd</sup> July 2014 appointed five Independent Directors to hold office from 22<sup>nd</sup> July 2014 to 31<sup>st</sup> March 2019 as under:

<i>Sl No.</i>	<i>Name</i>	<i>DIN</i>	<i>DoB</i>
1	Dr Nanditha Krishna	00906944	18.07.1951
2	Mr V Sridar	02241339	27.07.1947
3	Mr K Bharathan	00210433	15.04.1950
4	Dr L M Ramakrishnan	00001978	30.09.1942
5	Mr N R Krishnan	00047799	20.06.1938

All the above five Independent Directors would retire on the expiry of their first term at the close of 31<sup>st</sup> March 2019 and they are entitled to have a second term in office for tenure upto five years as Independent Director. However Mr N R Krishnan, Independent Director opted not to seek reappointment considering his advanced age. His tenure would accordingly end at close of 31<sup>st</sup> March 2019.

The appointment of Independent Director for a second term shall however require the company in general meeting to pass a Special Resolution vide Sec.149(10) of the Act. Further under Regulation 17(1A) of LODR, Special Resolution is required for appointment or continuance of any person over 75 years of age as Non-Executive Director.

Accordingly, the approval of the Shareholders by way of Special Resolution is sought for the reappointment of four Independent Directors. Further, approval is also sought in the case of Dr L M Ramakrishnan and Mr V Sridar who have crossed or would be crossing 75 years of age during their second term.

Having regard to the above, the Nomination-cum-Remuneration Committee (NRC) of the Board of Directors at its meeting held on 8<sup>th</sup> February 2019 on the basis of performance evaluation, recommended the reappointment of above four directors for the second term. The tenure of the second term would end in the case of Dr L M Ramakrishnan on 30<sup>th</sup> September 2022 while in the case of other three directors it would end on 31<sup>st</sup> March 2024.

Following this, the Board of Directors of the company at their meeting held on 8<sup>th</sup> February 2019 based on the performance evaluation formed the opinion that all of them continue to be persons of integrity and possess relevant expertise and experience and hence could be reappointed as Independent Director of the company. The Board thereupon decided to reappoint them, subject to the approval of members by Special Resolution, as Independent Directors of the company, not liable to retire by rotation, and to hold office for a second term as under:

Sl/ No.	Name	DIN	Proposed Tenure	
			From	To
1	Dr Nanditha Krishna	00906944	01.04.2019	31.03.2024
2	Mr V Sridar	02241339	01.04.2019	31.03.2024
3	Mr K Bharathan	00210433	01.04.2019	31.03.2024
4	Dr L M Ramakrishnan	00001978	01.04.2019	30.09.2022

None of the above four directors are disqualified from being appointed as Director in terms of Sec.164 of the Act. The company has received the following in respect of their appointment:

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

In the opinion of the Board all the above four Independent Directors fulfill the conditions for being appointed as Independent Director as specified in the Act and LODR and they are independent of the management. Details of these Directors are furnished in **Annx-1** pursuant to Regulation 36(3) of LODR. While Dr L M Ramakrishnan has already crossed the age of 75 years, Mr V Sridar would be crossing that age in the course of his second tenure in office. The NRC and the Board are of the view that having regard to the continuing good health, physical fitness and mental agility, it would be fit and proper to continue the tenure of these two Directors beyond the age of 75 years.

The Independent Directors would be eligible for sitting fee for attending the Board and Committee meetings within the ceiling prescribed by the Act and as determined by the shareholders and the Board from time to time. They would also be eligible for commission out of the net profits of the company within the limits permissible under Law and approved by shareholders. They shall however not be entitled to any stock option. Details of remuneration are disclosed in the Corporate Governance Report to shareholders each year.

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, ie. 27.03.2019.

Dr Nanditha Krishna, Mr V Sridar, Mr K Bharathan and Dr L M Ramakrishnan are interested in the resolution concerning their respective re-appointments. 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 these resolutions.

The Board recommends the Special Resolutions set out at Item Nos.1 to 4 of the Notice for approval by the members.

(By Order of the Board)

**For PONNI SUGARS (ERODE) LIMITED**

Place : Chennai

Date : 8<sup>th</sup> February 2019

**N Ramanathan**  
Managing Director

**Annx-1**

**Details of the Independent Directors seeking Reappointment**  
[Pursuant to Regulation 36 (3) of the Listing Regulations]

Name of Director/ Qualification/ DIN/ Date of Birth (DOB)/ Date of Appointment (DOA)	Profession / expertise in specific functional areas	Directorship in other companies	Committee position held in other companies	No of shares held <hr/> Relationships between directors inter-se
Dr Nanditha Krishna B.A., Ph.D  DIN: 00906944  DOB 18.07.1951  DOA 24.12.2010	<ul style="list-style-type: none"> <li>- Authority on Indology and an Environmental educationist.</li> <li>- Deeply committed to Indian Art &amp; Culture, Environmental History &amp; Ecological heritage of India and Cambodian Art.</li> <li>- Undertaken numerous Research Projects – Regular publisher of books – Editor of Eco News and Indian Journal of Environment Education.</li> <li>- Won several awards and recognitions for outstanding works.</li> </ul>	<p><b>Managing Director</b> Krishna Process Equipment Pvt Ltd</p> <p><b>Director</b> Seshasayee Paper and Boards Limited Aspick Engineering Pvt Ltd Aspick Green Tech Pvt Ltd</p> <p><b>President</b> C P Ramaswami Aiyar Foundation</p> <p><b>Honorary Director</b> C P R Environmental Education Centre</p>	NIL	NIL

Name of Director/ Qualification/ DIN/ Date of Birth (DOB)/ Date of Appointment (DOA)	Profession / expertise in specific functional areas	Directorship in other companies	Committee position held in other companies	No of shares held <hr/> Relationships between directors inter-se
<p>Mr V Sridar B.Sc, ACA DIN:02241339</p> <p>DOB 27.07.1947</p> <p>DOA 05.06.2009</p>	<ul style="list-style-type: none"> <li>- A Chartered Accountant.</li> <li>- Rich experience in Banking, Finance and General Management.</li> <li>- Held high positions in Banking sector- former CMD of UCO Bank and National Housing Bank.</li> </ul>	<p><b>Director</b> Seshasayee Paper and Boards Ltd Aadhar Housing Finance Ltd IDFC AMC Trustee Company Ltd Sarda Metal &amp; Alloys Ltd ICICI Prudential Life Insurance Co Ltd</p> <p><b>Chairman</b> Centrum Housing Finance Ltd</p>	<p><b>Seshasayee Paper and Boards Limited</b> <i>Member</i> Audit Committee Nomination cum Remuneration Committee <i>Chairman</i> Stakeholders Relationship Committee</p> <p><b>ICICI Prudential Life Insurance Co Ltd</b> <i>Chairman</i> Audit Committee</p> <p><b>Aadhar Housing Finance Ltd</b> <i>Chairman</i> Audit Committee</p> <p><b>Centrum Housing Finance Ltd</b> <i>Chairman</i> Audit Committee</p>	<p>NIL</p>

Name of Director/ Qualification/ DIN/ Date of Birth (DOB)/ Date of Appointment (DOA)	Profession / expertise in specific functional areas	Directorship in other companies	Committee position held in other companies	No of shares held <hr/> Relationships between directors inter-se
<p>Mr K Bharathan B.Com, FCA DIN:00210433</p> <p>DOB 15.04.1950</p> <p>DOA 28.12.2011</p>	<ul style="list-style-type: none"> <li>- A Chartered Accountant.</li> <li>- Long years of Banking experience including ICICI Ltd/ ICICI Bank.</li> <li>- Moved to develop insurance business in ICICI Lombard.</li> <li>- Presently Director - (South) of Marsh India Insurance Brokers Pvt Ltd</li> </ul>	<p><b>Director</b> Aban Offshore Ltd</p>	<p>NIL</p>	<p>NIL</p>
<p>Dr L M Ramakrishnan M B B S, D L O</p> <p>DIN: 00001978</p> <p>DOB 30.09.1942</p> <p>DOA 19.12.2001</p>	<ul style="list-style-type: none"> <li>- Doctor turned Educationist.</li> <li>- Wide experience in the establishment and management of educational institutions.</li> <li>- Presently Secretary and Correspondent of Bharathi Vidya Bhavan Matriculation Higher Secondary School, Erode.</li> <li>- Commands goodwill and respect from local farming community.</li> </ul>	<p><b>Director</b> Knitwell Needles Ltd Erode Medical Supplies (P) Ltd SKM Egg Powder Ltd Hawker &amp; West Off Shoring Consulting Services (P) Ltd</p>	<p>NIL</p>	<p>536 <hr/>NIL</p>

## Voting Process & Instructions

### Voting by Postal Ballot

1. A member desiring to exercise vote by postal ballot may complete the attached Postal Ballot Form (the Form) and send it in the self-addressed envelope bearing the address of the scrutinizer. Postage will be borne by the Company. However postal ballots physically sent by any other mode at the expense of the member will also be accepted.
2. (a) The Form should be completed and signed by the member.  
(b) In the case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member.  
(c) The signature of the member on the Form should be as per the specimen signature furnished by NSDL / CDSL or registered with the company, in respect of shares held in dematerialized form or in physical form, respectively.  
(d) Members cannot appoint a proxy to exercise their voting powers through postal ballot.  
(e) In case the Form is signed by a Power of Attorney (POA) holder, POA registration number should be mentioned or a notarized copy attached.
3. Incomplete, incorrect, indecipherable or unsigned Forms will be rejected.
4. The duly completed Form(s) should reach the Scrutinizer not later than the close of working hours (5.00 PM) on 27.03.2019. Forms received after this date will be strictly treated as invalid.
5. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney / attested specimen signature etc. In case of electronic voting, documents such as the certified true copy of the Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at *askassociates2014@gmail.com* with a copy marked to *evotingindia.co.in* or deposited at the registered office of the Company.
6. A member may request from the RTA, M/s Cameo Corporate Services Limited for a duplicate Form, if required. However, the duly filled duplicate Form should reach the Scrutinizer not later than the time specified in Sl.No.4 above.
7. Members are requested not to send any other paper along with the Form in the enclosed self-addressed envelope.

### Voting through Electronic means

1. The company is pleased to provide to its members the facility to cast their vote on the resolution proposed thro' Postal Ballot by "remote e-Voting" (hereinafter mentioned 'e-Voting').
2. The e-Voting facility is offered through e-Voting services provided by Central Depository Services (India) Limited (CDSL).
3. E-Voting commences on 25.02.2019 (Monday-10.30 AM) and ends on 27.03.2019 (Wednesday - 5.00 PM). During this period shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15.02.2019 may cast their vote electronically. The e-Voting portal will be disabled by CDSL for voting thereafter.



*Manner of e-Voting*

4. *Instructions for e-Voting for members receiving an email pursuant to their email IDs having been registered with the company/ Depository Participants:*

- (i) User ID and password are required for e-Voting. If you are holding shares in Demat form and logged on to [www.evotingindia.com](http://www.evotingindia.com) and cast your vote earlier for EVSN of any company, then your existing login id and password are to be used. Else, follow clause (v) to (vii) for login.
- (ii) Launch the internet browser during the voting period. Type the URL in the address bar [www.evotingindia.com](http://www.evotingindia.com). Home screen opens.
- (iii) Click on “Shareholders” tab to cast your vote.
- (iv) Now, select the Electronic Voting Sequence Number - “EVSN” along with “**COMPANY NAME**” from the drop down menu and click on “SUBMIT”
- (v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN (case sensitive) issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

\* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in block letters and the sequence number (8 digits) printed in the address slip in the PAN field. For e.g. if your name is Ramesh Kumar and sequence number 00002345 then enter RA00002345 in the PAN field.

# Please enter any one of the details in order to login.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Members holding shares in physical form will then reach directly to the voting screen. However, members holding shares in demat form will now reach ‘Password Change’ menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ %& \*). Kindly note that this password is also to be 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.

- (viii) Select EVSN (Electronic Voting Sequence number) 190207002 of Ponni Sugars (Erode) Limited.
  - (ix) On the voting page, you will see Resolution description and against the same the option “YES/NO” for voting. Select the option as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - (x) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
  - (xi) After selecting the resolution you have decided to vote on, click on “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.
  - (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
5. In case of members receiving the physical copy of Notice of Postal Ballot Notice [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:  
Please follow all steps from sl. no. (ii) to sl. no. (xii) above, to cast vote.
6. E-voting cannot be exercised by a proxy. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
7. During the voting period, security holders can login any number of times till they have voted on all the resolutions.

#### *Help Centre*

8. 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).
9. Person responsible to address the grievances connected with the facility for e-Voting:

Name : Mr Rakesh Dalvi

Designation : Deputy Manager

Address : Central Depository Services (India) Ltd , 25th floor, Marathon Futurex  
Mafatlal Mill Compound ,N M Joshi Marg, Lower Parel, Mumbai 400 013

Email ID : [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

Phone No. : 1800 225 533

#### **General Instructions**

1. Voting rights of shareholders shall be in proportion to their shareholding in the company on the cut-off date of 15.2.2019.
2. The Members can opt for only one mode of voting, ie. either by physical Postal Ballot or remote electronic voting (e-voting). In case Members cast their votes through both the modes, voting done by Remote e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
3. The Board of Directors have appointed Mr A S Kalyanaraman, Practising Chartered Accountant (Membership No. 201149) failing him Mr N Basker, Practising Chartered Accountant (Membership No. 207226) as the Scrutinizer for conducting the postal ballot / e-voting in a fair and transparent manner.

4. The Scrutinizer will after the close of voting period:
  - (i) First unblock the votes cast through e-Voting
  - (ii) Thereafter count the votes cast through Postal Ballot.
  - (iii) Both the above will be done in the presence of two witnesses not in the employment of the company.
  - (iv) Make a consolidated Scrutinizer's report (integrating the votes cast through postal ballot & through e-voting) of the total votes cast in favour or against, if any, to the Chairman on 28.03.2019.
  - (v) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
  
5. Voting Results
  - (i) The Chairman or a person authorized by him in writing shall declare on 29.03.2019 at 1.00 PM at the registered office of the company the result of the voting based on the Scrutinizer's report.
  - (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 websites of the company *www.ponnisugars.com* and CDSL *www.evotingindia.co.in* and communicated to NSE and BSE forthwith.
  - (iii) Subject to receipt of requisite number of votes in favour, the resolution shall be deemed to have been passed on the date of declaration of results.

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## **For the attention of Shareholders**

### **1. Compulsory Demat**

SEBI in June'18 amended Regulation 40 of the Listing Regulations prohibiting transfer of shares held in physical mode with effect from 1.4.2019. Transposition and Transmission of shares are exempted from this amendment.

Accordingly, shareholders holding shares in Physical mode are advised to convert their physical holding into demat mode before the extended deadline of 31.3.2019. Transfer of shares in physical mode will not be feasible from 1.4.2019.

### **2. PAN / Bank details**

Vide its Circular dt.20.4.2018, SEBI has advised the listed companies through their RTA to seek PAN / Bank details of shareholders holding shares in Physical form by sending communication to such shareholders by Registered Post. Necessary communication in this regard had already been sent by our Registrar and Transfer Agent M/s Cameo Corporate Services Limited on 22.06.2018 by Registered post and reminders on 17.10.2018 and 4.2.2019. Shareholders are hereby requested to provide such details without delay.

### **3. Transfer deeds executed prior to 1.12.2015**

For share transfer deeds executed prior to notification of Listing Regulations i.e. 01.12.2015, SEBI vide its Circular dt.2.11.2018 has prescribed standardised norms for transfer of shares where there is non-availability of PAN of transferor, mismatch of name in PAN card vis-a-vis name on share certificate / transfer deed , non-availability of transferor signature or major mismatch. Shareholders are advised to take benefit of the standardised norms prescribed by SEBI.

### **4. Transfer of Unpaid Dividend / Shares to IEPF**

Unclaimed / Unpaid dividend for the financial year 2011-12 will be transferred to Investor Education and Protection Fund (IEPF) during Aug'19. As required under Section 124 (6) of the Companies Act, 2013, underlying equity shares in respect of which dividend has not been paid / claimed for seven consecutive years will also be transferred to IEPF authority. Shareholders are advised to encash their Unclaimed dividend to avoid transfer to IEPF.

Shareholders may however note that both the Unclaimed dividend and the Shares transferred to IEPF including all benefits accruing on such shares if any, can be claimed back from IEPF authority after following the due process prescribed in this regard.

Shareholders may contact the Registrars / the Registered Office of the company for necessary guidance in respect of above.

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# Ponni Sugars (Erode) Limited

(CIN : L15422TN1996PLC037200)

Regd. Office : ESVIN HOUSE, 13 Rajiv Gandhi Salai (OMR), Perungudi , Chennai – 600 096  
Tel : 044 3927 9300; Fax : 044 24960156; Email: admin@ponnisugars.com; Website : www.ponnisugars.com

## POSTAL BALLOT FORM

Postal Ballot No.

1. Name and Registered Address of the  
Sole / First named shareholder :

2. Name(s) of the Joint Holder(s), if any :

3. Folio No. / DP ID / Client ID :

4. Class of Shares : Equity

5. No. of shares held :

I / We hereby exercise my / our vote in respect of the Special Resolutions to be passed through postal ballot for the business stated in the Notice of the Company by sending my / our assent or dissent to the said resolutions by placing (✓) mark at the appropriate box below:

Sl. No.	Summary of the Special Resolution	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Re-appointment of Dr Nanditha Krishna as an Independent Director of the Company			
2.	Re-appointment of Mr V Sridar as an Independent Director of the Company			
3.	Re-appointment of Mr K Bharathan as an Independent Director of the Company			
4.	Re-appointment of Dr L M Ramakrishnan as an Independent Director of the Company			

Place:

Date :

Signature of the Shareholder(s)

**NOTE:** Please read the instructions in the attached Postal Ballot Notice before filling this form.