



BANNARI AMMAN SUGARS LIMITED

Regd. Office : 1212, Trichy Road Coimbatore - 641 018 Tamilnadu India
Phone : 91 - 422 - 2204100 Fax : 2309999 (Sales) 2204222 (Purchase) 2204233 (Accounts)
E-Mail : bascbe@bannari.com Website : www.bannari.com CIN : L15421TZ1983PLC001358

SEC/Mail/2016

29.12.2016

National Stock Exchange of India Ltd.,
"Exchange Plaza"
Bandra-Kurla Complex
Bandra (E)
Mumbai 400 051
NSE Code : BANARISUG
ISIN No. : INE459A01010

Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
BSE Code : 500041
ISIN No. : INE459A01010

Dear Sirs,

Sub: Proceedings and Voting Results of the 32nd Annual General Meeting

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The 32nd Annual General Meeting (AGM) of the Company was held today at 11.15 A.M at Jennys Residency, 2/2, Avinashi Road, Civil Aerodrome Post, Coimbatore-641014 to transact the business stated in the Notice dated November 23, 2016, convening AGM.

In this regard, please find enclosed the following:

- (i) Summary of the proceedings of the AGM of the company as required under Regulation 30, Part-A of Schedule III of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") - **Annexure-I**
- (ii) Voting results of the business transacted at the AGM, as required under Regulation 44 of SEBI (LODR) Regulations, 2015 - **Annexure - II**
- (iii) Report of the Scrutinizer dated December 29, 2016 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 - **Annexure - III**

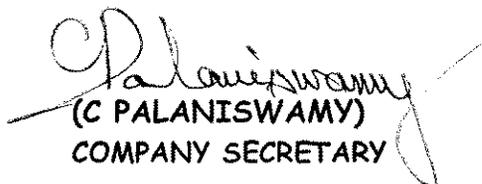
The company has uploaded the Scrutinizers' Report dated 29.12.2016 in company's website viz. www.bannari.com

This is for your information and records.

Thanking you,

Yours faithfully

For BANNARI AMMAN SUGARS LIMITED


(C PALANISWAMY)
COMPANY SECRETARY



BANNARI AMMAN SUGARS LIMITED

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Summary of proceedings of the 32nd Annual General Meeting of Bannari Amman Sugars Limited held at Jennys Residency 2/2, Avinashi Road, Civil Aerodrome Post, Coimbatore 641 014 on 29th December, 2016 at 11.15 A.M

The 32nd Annual General Meeting of Bannari Amman Sugars Limited ("the company") was held today viz. 29th December, 2016 at 11.15 A.M at Jennys Residency 2/2, Avinashi Road, Civil Aerodrome Post, Coimbatore 641 014.

Sri S V Balasubramaniam Chairman of the company chaired the meeting. All the Directors of the company were present at the meeting. After declaring the quorum to be present, the Chairman called the meeting to order.

Sri B Saravanan, Managing Director of the company welcomed the members.

With the consent of the shareholders, the notice convening the meeting, the Audited Financial Statements for the year ended 31st March, 2016, Directors' Report and Annexure thereto were taken as read. The Chairman informed the members that the Statutory Auditors' Report and Secretarial Auditors' Report did not contain any qualifications or observations and with the permission of the shareholders the said reports were taken as read.

Sri B Saravanan, Managing Director addressed the members and pointed out the operational and financial performance of the company.

Sri S V Balasubramaniam, Chairman then delivered his speech, covering the world sugar industry scenario, Indian sugar industry, sugarcane availability, sugar stock etc., He then invited the members to offer their comments. Some of the members have spoken on the working of the company.

The Chairman then informed the members that in compliance with the provisions of the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has provided to members the facility to exercise their voting through electronic means. Further the Chairman informed that the facility of voting through ballot paper was available at the meeting for the members who had not exercised their vote through electronic mode.

The Chairman further said that the Board has appointed M/s C Thirumurthy & Associates, Company Secretaries as Scrutinizer to scrutinize e-voting process as well as voting at the AGM in a fair and transparent manner.



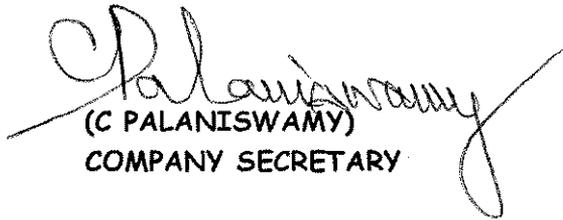
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The Chairman then read out the business to be transacted at the meeting and requested Sri C Thirumurthy, M/s C Thirumurthy Associates, Scrutinizers to conduct voting and submit his report. He informed the members that the voting results will be made available on the website of the company viz. bannari.com and CDSL viz. cdslindia.com and the stock exchanges within 24 hours of the conclusion of the meeting.

Thereafter the members and proxies present exercised their voting by ballot. On completion of voting, the meeting concluded.

This is for your information and records.

Yours faithfully
For **BANNARI AMMAN SUGARS LIMITED**


(C PALANISWAMY)
COMPANY SECRETARY

BANNARI AMMAN SUGARS LIMITED, COIMBATORE

Details of Voting Results

Date of AGM	29th December, 2016
Total No. of shareholders on record date (i.e., 22nd December, 2016-cut-off date for e-voting purpose)	7172
No. of shareholders present in the meeting either in person or through proxy:	54
Promoter and Promoter Group:	12
Public:	42
Total	54
No. of shareholders attended the meeting through Video conferencing	Not arranged.
No. of shareholders voted through e-voting	12
Mode of voting	Remote E-voting and Poll at the Annual General Meeting

Item No.1: Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors thereon as on 31.3.2016 (Ordinary Resolution)

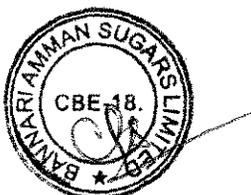
Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	$(3) = \frac{(2)}{(1)} \times 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} \times 100$	$(7) = \frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	6260276	6260276	100.00	6260276	0	100.00	0.00
Public - Institutional holders	21717	18025	83.00	18025	0	100.00	0.00
Public - others	5157707	7010	0.14	7010	0	100.00	0.00
Total	11439700	6285311	54.94	6285311	0	100.00	0.00

Item No.2: Declaration of Dividend on equity Shares (Ordinary Resolution)

Promoter / Public	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)	$(3) = \frac{(2)}{(1)} \times 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} \times 100$	$(7) = \frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	6260276	6260276	100.00	6260276	0	100.00	0.00
Public - Institutional holders	21717	18025	83.00	18025	0	100.00	0.00
Public - others	5157707	7010	0.14	7010	0	100.00	0.00
Total	11439700	6285311	54.94	6285311	0	100.00	0.00

Item No. 3: Appointment of Director in the place of Sri B Saravanan who retires by rotation and being eligible offers himself for re-appointment (Ordinary Resolution)

Promoter / Public	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)	$(3) = \frac{(2)}{(1)} \times 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} \times 100$	$(7) = \frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	6260276	6260276	100.00	6260276	0	100.00	0.00
Public - Institutional holders	21717	18025	83.00	18025	0	100.00	0.00
Public - others	5157707	7010	0.14	7010	0	100.00	0.00
Total	11439700	6285311	54.94	6285311	0	100.00	0.00



Item No. 4: Ratification of appointment of Auditors (Ordinary Resolution)

Promoter / Public	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)] x100
Promoter and Promoter Group	6260276	6260276	100.00	6260276	0	100.00	0.00
Public - Institutional holders	21717	18025	83.00	0	18025	0.00	100.00
Public - others	5157707	7010	0.14	7010	0	100.00	0.00
Total	11439700	6285311	54.94	6267286	18025	99.71	0.29

Item No. 5: Ratification of remuneration payable to Cost Auditor (Ordinary Resolution)

Promoter / Public	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)] x100
Promoter and Promoter Group	6260276	6260276	100.00	6260276	0	100.00	0.00
Public - institutional holders	21717	18025	83.00	18025	0	100.00	0.00
Public - others	5157707	7010	0.14	7010	0	100.00	0.00
Total	11439700	6285311	54.94	6285311	0	100.00	0.00

All the aforesaid resolutions were passed with requisite majority.



C THIRUMURTHY AND ASSOCIATES

Company Secretaries *

C Thirumurrthy B Com BL FCS

69-1 LML Colony Ammankulam Road Pappanaickenpalayam Coimbatore - 641037
 Phone : 0422-4214979 Mobile : 90477 82200 E-mail : mycsoffice@gmail.com

SCRUTINIZER'S REPORT

To,

The Chairman
 Bannari Amman Sugars Limited
 1212, Trichy Road,
 Coimbatore – 641 018

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration Rules 2013) as Amended by Companies (Management and Administration Rules 2015) and Voting at the 32nd Annual General Meeting of M/s. Bannari Amman Sugars Limited held at Jenny Residency 2/2 Avinashi Road, Civil Aerodrome Post Coimbatore – 641 014 on Thursday, 29th December, 2016 at 11.15 A.M.

1. The Board of Directors of the Company at the meeting held on 23rd November, 2016, has appointed me as the Scrutinizer for the purpose of scrutinizing the Remote e-voting process and polling process conducted at the AGM for all the Resolutions as set out in the Notice of the AGM.
2. In compliance with the provisions of section, 108 of the Companies Act, 2013 and Rule 20 of the Companies (Managerial and Administration), Rules, 2014 as amended by the Companies (Managerial; and Administration), Amendment Rules, 2015 and Regulations 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015 (Listing Regulations) the Company had provided its Members the Remote e-voting facility as provided by Central Depository Services (India) Limited (CDSL) for all the Resolutions as set out in the Notice of the said AGM.
3. Further, the facility for voting through Ballot paper was also made available at the AGM for those members / proxy holders who attended the AGM and have not cast their vote by Remote e-voting.
4. I submit my report as under:
 - 4.1 The Company has given Ballot paper to the Members who were present at the AGM held on Thursday, the 29th December 2016 11.15 A.M at Jenny Residency 2/2 Avinashi Road, Civil Aerodrome Post, Coimbatore – 641 014.
 - 4.2 Particulars of all the Ballot Papers received from the Members and the votes cast by electronic mode have been entered in registrar maintained for the purpose.
 - 4.3 The Ballot Papers were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such Ballot Papers.



C Thirumurthy

C. THIRUMURTHY, B.Com., B.L., FCS.,
 PRACTISING COMPANY SECRETARY
 FCS 3454 CP 5179.

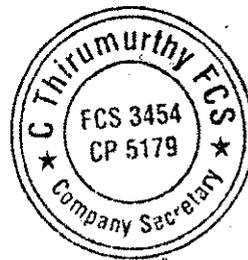
- 4.4 The Ballot box were opened in my presence.
- 4.5 The ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company as on 22.12.2016.
- 4.6 I did not find any defaced or mutilated Ballot Papers.
- 4.7 The Remote e-voting period had commenced on Monday 26th December, 2016 (9.00 am) and ended on Wednesday, 28th December, 2016 (5.00 pm)
- 4.8 I have also received a complete record of votes cast through electronic mode upto 5.00 pm on 28th December, 2016 from CDSL, the agency appointed for providing and supervising electronic platform. The votes cast were unblocked on 29.12.2016 at 12.45 P.M (IST) in the presence of two witness Mr.K.Radhakrishnan and Mr.V.Pradeep who are not in the employment of the Company.
- 4.9 The e-voting data was scrutinized by me for verification of votes cast in favour and against the Resolutions as set in the Notice of the AGM.
5. A summary of the combined voting results of the votes cast through Ballot Papers received and Remote e-voting is given as Annexure 1.
6. I have handed over the Ballot Papers and other related papers/ registers and records for the safe custody to the Company Secretary.
7. On the basis of the scrutiny of the votes cast by Ballot Papers and through Remote e-voting the Resolution No.1 to Resolution No. 5 as set out in the Notice of the AGM have been passed by the Shareholders of the Company with the requisite majority.
8. You may accordingly declare the aforesaid voting results of votes cast through Ballot Papers and Remote e-voting.

Thanking you,

For M/s. C Thirumurthy and Associates
Practising Company Secretaries

C Thirumurthy

C.Thirumurthy
Membership No. 3454
C.P. No 5179



Date : 29.12.2016
Place : Coimbatore

Encl : As Above

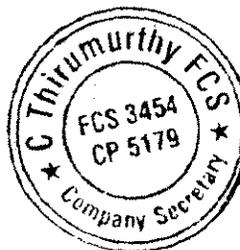


CONSOLIDATED RESULTS OF REMOTE E-VOTING & POLL AT THE AGM

ITEM NO.1 – ORDINARY RESOLUTION – ADOPTION OF AUDITED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31-03-2016 TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON:

Particulars	Number of			Number of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
IN FAVOUR OF THE RESOLUTION	52	12	64	6264901	20410	6285311	100%
AGAINST THE RESOLUTION	0	0		0	0		0
Invalid Votes	0	0	0	0	0	0	0

Thus the Ordinary Resolution as contained in Item No.1 is passed with Requisite majority



C. Thirumurthy
C. THIRUMURTHY, B.Com., B.L., FCS.,
PRACTISING COMPANY SECRETARY
FCS 3454 CP 5179.

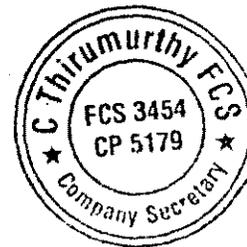
CONSOLIDATED RESULTS OF REMOTE E-VOTING & POLL AT THE AGM

ITEM NO.2 – ORDINARY RESOLUTION

DECLARATION OF DIVIDEND:

Particulars	Number of			Number of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
IN FAVOUR OF THE RESOLUTION	52	12	64	6264901	20410	6285311	100%
AGAINST THE RESOLUTION	0	0	0	0	0	0	0
Invalid Votes	0	0	0	0	0	0	0

Thus the Ordinary Resolution as contained in Item No.2 is passed with Requisite majority



C. Thirumurthy
C. THIRUMURTHY, B.Com., B.L., FCS.,
PRACTISING COMPANY SECRETARY
FCS 3454 CP 5179.

CONSOLIDATED RESULTS OF REMOTE E-VOTING & POLL AT THE AGM

ITEM NO.3 – ORDINARY RESOLUTION

APPOINTMENT OF DIRECTOR WHO RETIRES BY ROTATION:

Particulars	Number of			Number of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
IN FAVOUR OF THE RESOLUTION	52	12	64	6264901	20410	6285311	100%
AGAINST THE RESOLUTION	0	0	0	0	0	0	0%
Invalid Votes	0	0	0	0	0	0	0

Thus the Ordinary Resolution as contained in Item No.3 is passed with Requisite majority



C. Thirumurthy
C. THIRUMURTHY, B.Com., B.L., FCS.,
PRACTISING COMPANY SECRETARY
FCS 3454 CP 5179.

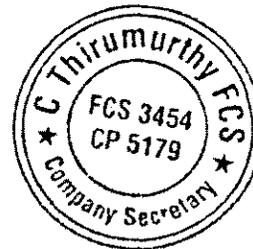
CONSOLIDATED RESULTS OF REMOTE E-VOTING & POLL AT THE AGM

ITEM NO.4 – ORDINARY RESOLUTION

RATIFICATION OF APPOINTMENT OF AUDITORS:

Particulars	Number of			Number of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
IN FAVOUR OF THE RESOLUTION	52	7	59	6264901	2385	6267286	99.71%
AGAINST THE RESOLUTION	0	5	5	0	18025	18025	0.29%
Invalid Votes	0	0	0	0	0	0	0

Thus the Ordinary Resolution as contained in Item No.4 is passed with Requisite majority



C. Thirumurthy
C. THIRUMURTHY, B.Com., B.L., FCS.,
PRACTISING COMPANY SECRETARY
FCS 3454 CP 5179.

CONSOLIDATED RESULTS OF REMOTE E-VOTING & POLL AT THE AGM

ITEM NO.5 – ORDINARY RESOLUTION

RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR:

Particulars	Number of			Number of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
IN FAVOUR OF THE RESOLUTION	52	12	64	6264901	20410	6285311	100%
AGAINST THE RESOLUTION	0	0	0	0	0	0	0
Invalid Votes	0	0	0	0	0	0	0

Thus the Ordinary Resolution as contained in Item No.5 is passed with Requisite majority



C. Thirumurthy
C. THIRUMURTHY, B.Com., B.L., FCS.,
PRACTISING COMPANY SECRETARY
FCS 3454 CP 5179.