



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 /2018

20.09.2018

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 34th Annual General Meeting

The 34th Annual General Meeting (AGM) of the Company was held today at 4.30 P.M at Jennys Residency, 2/2, Avinashi Road, Civil Aerodrome Post, Coimbatore-641014 to transact the business stated in the Notice dated May 25, 2018, 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, read with 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 September 20, 2018 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 - Annexure - III

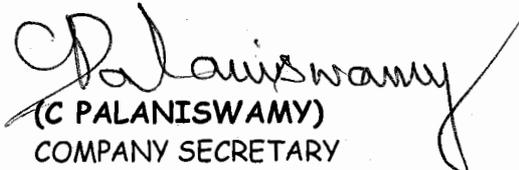
The company has uploaded the Scrutinizers' Report dated 20.09.2018 in company's website viz. www.bannari.com

This is for your information and records.

Thanking you,

Yours faithfully,

For BANNARI AMMAN SUGARS LIMITED


(C PALANISWAMY)
COMPANY SECRETARY

Enc:



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ANNEXURE-I

Summary of proceedings of the 34th Annual General Meeting of Bannari Amman Sugars Limited held at Jennys Residency 2/2, Avinashi Road, Civil Aerodrome Post, Coimbatore 641 014 on 20th September, 2018 at 4.30 P.M

The 34th Annual General Meeting of Bannari Amman Sugars Limited ("the company") was held today viz. 20th September, 2018 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 requisite quorum to be present, the Chairman called the meeting to order. The meeting commenced at 4.35 P.M.

The Chairman welcomed the members.

With the consent of the shareholders, the notice convening the meeting, the Audited Financial Statements for the year ended 31st March, 2018, 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.

Thereafter the Chairman invited Sri B Saravanan, Managing Director to address the meeting. Sri B Saravanan, Managing Director addressed the members. The Managing Director in his speech gave an overview of World Sugar Industry Scenario, Indian Sugar Industry, cane availability, sugar stock etc., He also pointed out the operational and financial performance 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. The remote e-voting facility commenced at 9.00 A.M. on 16.9.2018 and ended at 5.00 P.M. on 19.9.2018. 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.



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The Chairman informed the members about the business to be transacted at the meeting. As per notice convening 34th Annual General Meeting of the Company, the following business were transacted at the meeting. Resolution Nos. 1 to 4 were Ordinary Resolutions and Resolution Nos.5 & 6 were Special Resolutions:

- 1 Adoption of Audited Financial Statements of the company for the financial year ended March 31, 2018, Reports of the Board of Directors and Auditors thereon
- 2 Declaration of Dividend at the rate of Rs.10/- per share on 1,25,39,700 equity shares of Rs.10/- each
- 3 Re-appointment of Sri B Saravanan (DIN: 00002927) who retires by rotation as Director
- 4 Ratification of Remuneration payable to Cost Auditor of the Company
- 5 Approval for continuance of Sri A K Perumalsamy (DIN:00313769) as Independent Director under Regulation 17(1A) of SEBI (LODR) Regulations, 2015 as amended and coming into force with effect from 1.4.2019
- 6 Approval for continuance of Sri T Gundan (DIN:00624804) as Independent Director under Regulation 17(1A) of SEBI (LODR) Regulations, 2015 as amended and coming into force with effect from 1.4.2019

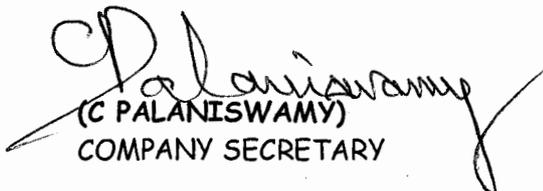
The Chairman further said that the Board has appointed M/s C Thirumurthy & Associates, Company Secretaries as Scrutinizers to scrutinize e-voting process as well as voting at the AGM in a fair and transparent manner.

The Chairman 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. www.bannari.com and CDSL viz. www.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 at 5.40 P.M. with a vote of thanks.

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	20 th September, 2018
Total No. of shareholders on record date (i.e 13 th September, 2018 cut-off date for e-voting purpose)	6554
No. of shareholders present in the meeting either in person or through proxy:	51
Promoter and Promoter Group:	12
Public	39
Total	51
No. of shareholders attended the meeting through Video conferencing	Not arranged
No. of shareholders voted through e-voting	15
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 (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	7360276	7360276	100	7360276	0	100	0
Public - Institutional holders	24067	3728	15.49	3728	0	100	0
Public - Others	5155357	55206	1.07	55206	0	100	0
Total	12539700	7419210	59.17	7419210	0	100	0

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)=[(2)/(1)] X100	(4)	(5)	(6)=[(4)/(2)]X100	(7)=[(5)/(2)]X100
Promoter and Promoter group	7360276	7360276	100	7360276	0	100	0
Public - Institutional holders	24067	3728	15.49	3728	0	100	0
Public - Others	5155357	55206	1.07	55206	0	100	0
Total	12539700	7419210	59.17	7419210	0	100	0



Item No.3: Appointment of Director in the place of Sri B Saravanan, Director (DIN: 00002927) 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)=[(2)/(1)] X100	(4)	(5)	(6)=[(4)/(2)]X100	(7)=[(5)/(2)]X100
Promoter and Promoter group	7360276	7360276	100	7360276	0	100	0
Public - Institutional holders	24067	3728	15.49	3728	0	100	0
Public - Others	5155357	55206	1.07	55206	0	100	0
Total	12539700	7419210	59.17	7419210	0	100	0

Item No.4: Ratification of Remuneration payable to Cost Auditor of the Company (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	7360276	7360276	100	7360276	0	100	0
Public - Institutional holders	24067	3728	15.49	3728	0	100	0
Public - Others	5155357	55206	1.07	55206	0	100	0
Total	12539700	7419210	59.17	7419210	0	100	0

Item No.5: Approval for continuance of Sri A K Perumalsamy as Independent Director under regulation 17 (1A) of SEBI (LODR) Regulations 2015 as amended and coming into force with effect from 1.4.2019 (Special 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	7360276	7360276	100	7360276	0	100	0
Public - Institutional holders	24067	3728	15.49	3728	0	100	0
Public - Others	5155357	55206	1.07	55206	0	100	0
Total	12539700	7419210	59.17	7419210	0	100	0



Item No.6: Approval for continuance of Sri T Gundan as Independent Director under regulation 17 (1A) of SEBI (LODR) Regulations 2015 as amended and coming into force with effect from 1.4.2019 (Special 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)	$(3) = \frac{[(2)/(1)]}{X100}$	(4)	(5)	$(6) = \frac{[(4)/(2)]}{X100}$	$(7) = \frac{[(5)/(2)]}{X100}$
Promoter and Promoter group	7360276	7360276	100	7360276	0	100	0
Public - Institutional holders	24067	3728	15.49	3728	0	100	0
Public - Others	5155357	55206	1.07	55206	0	100	0
Total	12539700	7419210	59.17	7419210	0	100	0

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

The Chairman
Bannari Amman Sugars Limited
1212, Trichy Road,
Coimbatore – 641018

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 and voting at the 34th 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, the 20th September 2018 at 04.30 P.M.

1. The Board of Directors of the Company at the meeting held on 25.05.2018 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 (Management and Administration), Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company had provided its Members the Remote e-voting facility through 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:

The Company has given Ballot paper to the Members who were present at the AGM held on Thursday, the 20th September 2018 at 04.30 P.M. at Jenny Residency 2/2 Avinashi Road, Civil Aerodrome Post Coimbatore – 641 014

Particulars of all the Ballot Papers received from the Members and the votes cast by electronic mode have been entered in register maintained for the purpose.



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

The Ballot Papers were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such Ballot Papers.

The Ballot boxes were opened in my presence.

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 13.09.2018

I did not find any defaced or mutilated Ballot Papers.

The Remote e-voting period had commenced on 16.09.2018 at 9.00 A.M and ended on 19.09.2018 at 5.00 P.M.

I have also received a complete record of votes cast through electronic mode upto 5.00 P.M. on 19th September, 2018 from CDSL, the agency appointed for providing and supervising electronic platform. The votes cast were unblocked on 20.09.2018 at 05.43 P.M (IST) in the presence of the two witnesses Mr.S.L.Vidyadharan and Mr.P.R.Karuppusamy who are not in the employment of the Company.

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.6 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 C Thirumurthy and Associates
Practising Company Secretaries


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



Date: 20.09.2018
Place: Coimbatore

Encl.: As above

ANNEXURE - 1

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

ITEM NO.1 – ORDINARY RESOLUTION – ADOPTION OF AUDITED FINANCIAL STATEMENTS, REPORTS 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	46	15	61	7406339	12871	7419210	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.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	46	15	61	7406339	12871	7419210	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 IN THE PLACE OF SRI B SARAVANAN (DIN: 00002927) WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR REAPPOINTMENT:

Particulars	Number of			Number of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
IN FAVOUR OF THE RESOLUTION	46	15	61	7406339	12871	7419210	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 – SPECIAL BUSINESS - 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	46	15	61	7406339	12871	7419210	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.4 is passed with Requisite majority



G. Thirumurthy
G. 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 – SPECIAL BUSINESS - SPECIAL RESOLUTION

APPROVAL FOR CONTINUANCE OF SRI A K PERUMALSAMY (DIN No.00313769) AS INDEPENDENT DIRECTOR:

Particulars	Number of			Number of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
IN FAVOUR OF THE RESOLUTION	46	15	61	7406339	12871	7419210	100%
AGAINST THE RESOLUTION	0	0	0	0	0	0	0
Invalid Votes	0	0	0	0	0	0	0

Thus the Special 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.

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

ITEM NO.6 – SPECIAL BUSINESS - SPECIAL RESOLUTION

APPROVAL FOR CONTINUANCE OF SRI T GUNDAN (DIN No.00624804) AS INDEPENDENT DIRECTOR:

Particulars	Number of			Number of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
IN FAVOUR OF THE RESOLUTION	46	15	61	7406339	12871	7419210	100%
AGAINST THE RESOLUTION	0	0	0	0	0	0	0
Invalid Votes	0	0	0	0	0	0	0

Thus the Special Resolution as contained in Item No.6 is passed with Requisite majority



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