

**IN THE HIGH COURT OF JUDICATURE AT MADRAS  
( ORIGINAL JURISDICTION )**

**COMPANY APPLICATION NO. 635 OF 2016**

In the matter of Companies Act, 1956

And

In the matter of Section 391 to 394 and other applicable provisions of  
the Companies Act, 1956 and the Companies Act, 2013

And

IN THE MATTER OF SCHEME OF AMALGAMATION (MERGER)

OF

MADRAS SUGARS LIMITED (TRANSFEROR COMPANY)

AND

BANNARI AMMAN SUGARS LIMITED (TRANSFeree COMPANY)

BANNARI AMMAN SUGARS LIMITED

a company incorporated under the  
Companies Act, 1956 and having its  
Registered Office at 1212, Trichy Road  
Coimbatore 641 018

...Applicant/Transferee Company

**POSTAL BALLOT FORM**

Name(s) of shareholder(s) :  
(including joint holders, if any) in block letters

Registered Address of the :  
sole / first named shareholder

Registered Folio No. :  
DP ID No. / Client ID No. (For shares  
held in demat form)

Number of Shares held :

I/ We hereby exercise my / our vote in respect of the Special Resolutions to be passed through Postal Ballot/E-voting for the business stated in the notice of Postal Ballot/E-voting of the Applicant Company dated 12th August, 2016 by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below :

Subject matter of the Resolutions	I / We assent to the Resolution [ For ]	I / We dissent to the Resolution [ Against ]
Special Resolutions under section 391 to 394 of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013 approving the Scheme of Amalgamation of Madras Sugars Limited with Bannari Amman Sugars Limited.		

Place :

Date :

(Signature of Shareholder)

**Electronic Voting Particulars**

EVSN (Electronic Voting Sequence Number)	USER ID *	PASSWORD *
<b>160810021</b>		

\* Please refer the e-voting instructions Sl. No. 6 to 9.

Note:

1. Please read the instructions printed overleaf carefully before filling the form and **return the Postal Ballot Form duly completed and signed directly to the Scrutinizer on or before 5:00 P.M. on 16<sup>th</sup> September, 2016.**
2. Alternatively the shareholder(s) may cast their vote electronically instead of despatching this postal ballot form.

# INSTRUCTIONS FOR VOTING

## A) VOTING THROUGH PHYSICAL POSTAL BALLOT FORM

1. A Shareholder desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed postage prepaid envelope. Postage will be borne and paid by the Applicant Company. However, envelopes containing Postal Ballot Forms, if deposited in person or sent by courier at the expenses of the shareholders will also be accepted.
2. The Hon'ble High Court has appointed Sri C Thirumurthy, Practicing Company Secretary as Chairperson / Scrutinizer for conducting the Postal Ballot / E-voting process in a fair and transparent manner.
3. The Postal Ballot Form duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Chairperson / Scrutinizer Sri C Thirumurthy, Practicing Company Secretary, M/s. C Thirumurthy & Associates, Company Secretaries, 69-1, LML Colony, 3rd Street, Ammankulam Road, Pappanaickenpalayam, Coimbatore 641 037 so as to reach the Scrutinizer **not later than the close of working hours (5.00 P.M.) on Friday the 16<sup>th</sup> September, 2016**. Postal ballot forms received after that date will be treated as if the reply from such shareholders has not been received.
4. This form should be completed and signed by the sole / first named shareholder. In case of joint holding, this Form should be completed and signed by the first named shareholder and in his absence, by the next named joint holder. The signature of the shareholder on this Postal Ballot Form should be as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form, respectively.
5. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authorisation together with attached specimen signature(s) of the duly authorised signatories.
6. Shareholders holding shares in dematerialised form are advised, in their own interest, to get their signatures verified by their Banker / Depository Participant (DP). Signatures should be verified by the Manager of the concerned Bank / DP by affixing a rubber stamp/seal mentioning name and address of the Bank /DP and name, stamp and signature of the Manager.
7. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope as all such envelopes will be sent to the Scrutinizer directly and any other paper found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
8. The votes should be cast in favour of or against the Resolution by putting the tick mark (✓) in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the column will render the form invalid. Incomplete, unsigned, incorrectly filled or bearing more than one Postal Ballot Forms will be subject to rejection by the Scrutinizer.
9. There will be one Postal Ballot Form for every Folio / Client ID irrespective of the number of joint holder(s).
10. The Postal Ballot shall not be exercised by a Proxy.
11. Postal Ballot Form-Votes will be considered invalid on the following grounds.
  - a) If the shareholder's signature does not tally.
  - b) If the shareholder has marked all his shares both in favour and also against the resolutions.
  - c) If the Ballot paper is unsigned.
  - d) If the Ballot paper is filed in pencil or signed in pencil.
  - e) If the Ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the shareholder or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or one or more of the above grounds.
12. The decision of the Chairperson / Scrutinizer appointed for Postal Ballot / E-voting on the validity of the Postal Ballot will be final.

## B) E-VOTING FACILITY

1. The Company is pleased to offer e-voting facility for the Shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Members have an option to vote either through Postal Ballot or through e-voting. If a shareholder has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-a-versa. However, in case members cast their vote both via postal ballot and e-voting, then voting through e-voting shall prevail and voting done by postal ballot shall be treated as invalid.

### The instructions for voting through electronic means are as under :

1. The e-voting will be available from 17<sup>th</sup> August, 2016 (9:00 A.M.) to 16th September, 2016 (5:00 P.M.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 10<sup>th</sup> August, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter.
2. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
3. Click on "Shareholders" tab.
4. Now Enter your User ID.
  - i) For CDSL: 16 digits beneficiary ID.
  - ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
  - iii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
5. Next enter the Image Verification as displayed and Click on Login.
6. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
7. Now, fill up the following details in the appropriate boxes:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio number in the PAN field.</li><li>● In case the folio number is less than 8 digits enter the applicable number of 0's (Zero) before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
<b>Dividend Bank Details or DOB</b>	<p>Enter the Dividend Bank or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"><li>● 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 as mentioned in the instructions (4)</li></ul>

8. After entering these details appropriately, click on "SUBMIT" tab.
9. Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

11. Click on Electronic Voting Sequence Number (EVSN) relevant for "BANNARI AMMAN SUGARS LIMITED" on which you choose to vote.
12. 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..
13. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
14. 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.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
17. If Demat account holder has forgotten the password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
18. Note for Non - Individual Shareholders and Custodians
  - ❖ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - ❖ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - ❖ After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - ❖ The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - ❖ 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.
19. 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 write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
20. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Applicant Company as on the cut off date viz. 10<sup>th</sup> August 2016.
21. The members who hold shares as on the cut-off date 10<sup>th</sup> August 2016 are eligible to exercise their right to vote through remote e-voting or voting through postal ballot. A person who is not a Member (not holding shares of the company) as on the aforesaid cut-off date should treat this notice for information purposes only.
22. In case of any grievances connected with the voting by electronic means, the members may contact The Company Secretary, Bannari Amman Sugars Limited, 1212, Trichy Road, Coimbatore 641 018 Phone : +91 422 2204320

## **Declaration of Results**

1. The date of declaration of the results will be treated as the date of passing of the said resolutions. The resolutions being Special Resolutions, will be declared as passed, if votes cast in favour of the resolutions are three times more in number than the votes, if any, cast against it and such Special Resolutions shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it in terms of SEBI Circular No. CIR/CFD/DIL/16/2015 dated 30<sup>th</sup> November, 2015.
2. The Chairperson appointed for conducting Postal Ballot / E-voting shall Scrutinize the votes on 17<sup>th</sup> September 2016 and thereafter record and declare the results on or before 18<sup>th</sup> September, 2016.
3. The results shall be placed on the company's website [www.bannari.com](http://www.bannari.com) immediately after the result is declared and shall be simultaneously communicated to NSE, BSE, NSDL & CDSL.

