Consolidated Scrutinizer's Report on Remote e-voting and e- voting at the Annual General Meeting

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014]

To

The Chairman of 25th Annual General Meeting of
Ponni Sugars (Erode) Limited held at 11.00 AM on 20th July 2021
thro Video Conference / Other Audio Visual Means

Dear Sir,

1. I, A.S.Kalyanaraman, Practicing Chartered Accountant (Membership No.201149) have been appointed by the Board of Directors of Ponni Sugars (Erode) Limited (the company) by a resolution passed at their meeting held on 7th May 2021 as a Scrutinizer for the purpose of scrutinizing the remote e-voting & e-voting at the Annual General Meeting in terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of the Listing Regulations, on the resolutions proposed in the Notice for the 25th Annual General Meeting (AGM) of the company to be held on 20th July 2021 thro Video Conference / Other Audio Visual Means. The deemed venue of the meeting is the Registered Office of the Company viz: No 13 Rajiv Gandhi Salai (OMR), Perungudi, Chennai 600096.

2. The management of the company is responsible for compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting on the resolutions proposed in the Notice for the 25th AGM of the company. My responsibility as a Scrutinizer for the e-voting process is restricted to scrutinize the process for remote e-voting and e-voting at the AGM in a fair and transparent manner and make the Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Ltd (CDSL), the authorized agency to provide e-voting facilities, engaged by the company.

3. I have accordingly scrutinized the e-voting process followed by the company and verified the following to my satisfaction:

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witnesses, namely Mr G Swaminathan and Mr A Babu. The two witnesses have signed below in confirmation of the votes being unblocked in their presence.

Signature: G Swaminathan

Name: G Swaminathan

Signature: A Babu

Name: A Babu

vii) Thereafter, the details containing, inter alia the list of equity shareholders who voted electronically 'for' and 'against' was downloaded from the e-voting website of CDSL, ie. www.evotingindia.co.in

5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid, if any, for each resolution is enclosed.

6. Based on the reports generated by CDSL as above and relied upon by me, I hereby furnish the result of the remote e-voting and e-voting at the AGM in respect of each of the 4 resolutions proposed for the 25th AGM of the company in Annx-1 hereto which shall form an integral part of this Report.

7. The Register, all other papers and the relevant records pertaining to electronic voting, would remain in my custody until the Chairman considers, approves and signs the minutes of the 25th AGM. Thereupon I shall handover same to the Company Secretary for safe keeping.

Thanking you

Yours faithfully

A.S. Kalyanaraman

Practicing Chartered Accountant

Membership No.201149

UDIN 21201149AAAAAR9501

Chennai

20th July 2021

Countersigned by Managing Director

Annx-1

PONNI SU
CIN : L1542 2 TN199
Regd. Office : ESVIN
Perungudi, Chennai 96 PLC037200
Phone : 044 - 24961 House, No.13, Rajiv Gandhi Salai (OMR),
E-mail : adm in@por - 600 096.
920, 24960156
nisugars.com Website : www.ponnisugars.com

UGARS (ERODE) LIMITED

ISO 9001/14001 CERTIFIED

PEL / SH / 75

20.7.2021

National Stock Exchar
Exchange plaz a, 5th Fl
Flat No.C / 1 G Block
Sandra-Kurla C complex
Bandra East, M umbai

Trading Symbol : PON 400 051

NIERODE

Scrip Code:532460

BSE Ltd
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400001

Dear Sirs,

Subject: *Disclosure of Ponni S requireme of Voting Results of the 25th Annual General Meeting ugars (Erode) Limited held on 20TH July 2021, as per the nts of Regulation 44 (3) of the Listing Regulations.*

The Company offered the following voting facilities for all the Four (4) resolutions proposed in the 25th Annual General Meeting held on 20.07.2021:

a) Remote e-voting in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014.

b) E-Voting at the venue of AGM pursuant to MCA Circulars dt.13.01.2021 and Rule 20 (4) (iii) (B) of the Companies (Management and Administration) Rules 2014

The details of the voting results of the 25th Annual General Meeting of the Company held on 20th July 2021 are enclosed **(Annex-1)** in the format prescribed under Regulation 44 (3) of the Listing Regulations read with SEBI Circular dt.4th November 2015.

Thanking you

Yours truly

N Ramanathan
Managing Director

Encl: As above

Annx-1

Details of Voting Results

Date of AGM:	20.07.2021
Total number of shareholders on Cut-off date (i.e.13th July 2021)	10902
No. of shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group: Public: Total	Not applicable
No. of shareholders attended the meeting through Video conferencing Promoter and Promoter Group: Public: **Total**	 5 54 **59**

The mode of voting for all resolutions was:

a) Remote E-voting - commenced on 16th July 2021 (10.00 AM) and closed on 19th July 2021 (5 PM)

b) E-Voting at the AGM Venue (conducted on 20th July 2021 at the Meeting).

Passing of resolutions at the 25th AGM held on 20th July 2021 is on the basis of combined votes under remote e-voting and e-voting at the AGM Venue. All the Four resolutions were passed with requisite majority. The Agenda-wise voting results is enclosed **(Annx-2)**.

ANNEX. 2. to SE. Lr-Ltr dt. 20/7/21

PONNI SUGARS (ERODE) LIMITED

Regd. Office: ESVIN House, 13 Rajiv Gandhi Salai (OMR), Perungudi, Chennai 600 096

Voting Results of the Resolutions passed at the 25th AGM convened thro Video Conference

Date of the AGM	20.07.2021
Total no. of shareholders on record date	10902
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group:	Not applicable
Public:	
No. of shareholders present in the meeting through video conferencing	
Promoters and Promoter Group:	5
Public:	54
Agenda-wise disclosure (to be disclosed separately for each agenda item)	

1. Adoption of Financial Statements for FY 2020 - 21

Resolution required: (Ordinary / Special)	Ordinary
Whether promoter / promoter group are interested in the agenda / resolution?	No

Category	Mode of Voting	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	Remote E-Voting	3642537	3142071	86.26	3142071	0	100.00	0
	E-Voting at AGM Venue	3642537	0	0	0	0	0.000	0
	Total	**3642537**	3142071	86.26	3142071	0	100.00	0
Public - Institutions	Remote E-Voting	2124319	0	0	0	0	0	0
	E-Voting at AGM Venue	2124319	0	0	0	0	0	0
	Total	**2124319**	0	0	0	0	0	0
Public - Non-Institutions	Remote E-Voting	2831562	30115	1.06	30115	0	100.00	0.00
	E-Voting at AGM Venue	2831562	0	0.00	0	0	0.00	0.00
	Total	**2831562**	30115	1.06	30115	0	100.00	0.00
Total		**8598418**	**3172186**	**36.89**	**3172186**	**0**	**100.00**	**0.00**

2. Dividend declaration for FY 2020 - 21	
Resolution required: (Ordinary / Special)	Ordinary
Whether promoter / promoter group are interested interested in the agenda / resolution	Yes - to the extent of shareholding

Category	Mode of Voting	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	Remote E-Voting	3642537	3142071	86.26	3142071	0	100.00	0
	E-Voting at AGM Venue	3642537	0	0	0	0	0.000	0
	Total	**3642537**	3142071	86.26	3142071	0	100.00	0
Public - Institutions	Remote E-Voting	2124319	0	0	0	0	0	0
	E-Voting at AGM Venue	2124319	0	0	0	0	0	0
	Total	**2124319**	0	0	0	0	0	0
Public - Non-Institutions	Remote E-Voting	2831562	30115	1.06	30115	0	100.00	0.00
	E-Voting at AGM Venue	2831562	0	0.00	0	0	0.00	0.00
	Total	**2831562**	30115	1.06	30115	0	100.00	0.00
Total		**8598418**	**3172186**	**36.89**	**3172186**	**0**	**100.00**	**0.00**

3.Reappointment of retiring Director - Mr Bimal K Poddar	
Resolution required: (Ordinary / Special)	Special
Whether promoter / promoter group are inte	

4.Remuneration to Cost Auditor								
Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter / promoter group are interested interested in the agenda / resolution		No						
Category	Mode of Voting	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	Remote E-Voting	3642537	3142071	86.26	3142071	0	100.00	0
	E-Voting at AGM Venue	3642537	0	0	0	0	0.000	0
	Total	**3642537**	3142071	86.26	3142071	0	100.00	0
Public - Institutions	Remote E-Voting	2124319	0	0	0	0	0	0
	E-Voting at AGM Venue	2124319	0	0	0	0	0	0
	Total	**2124319**	0	0	0	0	0	0
Public - Non-Institutions	Remote E-Voting	2831562	30115	1.06	29679	436	98.55	1.45
	E-Voting at AGM Venue	2831562	0	0.00	0	0	0.00	0.00
	Total	**2831562**	30115	1.06	29679	436	98.55	1.45
Total		**8598418**	**3172186**	**36.89**	**3171750**	**436**	**99.99**	**0.01**

Place: Chennai
Date: 20.07.2021

Countersigned by Managing Director

A S Kalyanaraman
Practising Chartered Accountant
Membership No: 201149
UDIN 21201149AAAAAR9501