



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

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

### **POSTAL BALLOT NOTICE 2024**





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

CIN:L15422TN1996PLC037200

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

Phone: 044 24961920

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

### **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), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India and pursuant to other applicable Laws and Regulations, that the appended resolutions for the appointment of Dr.Lakshmi Nadkarni (DIN:07076164) and Mr.Chellamani Naresh (DIN:10474276) as independent directors of the company is proposed to be passed by the members as Special Resolutions by way of postal ballot through remote electronic voting ('e-voting'). The explanatory statement pursuant to Section 102 of the Act pertaining to the resolutions setting out the material facts is annexed hereto.

#### **Resolutions:**

1. **Appointment of Dr.Lakshmi Nadkarni (DIN:07076164) 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 Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI-LODR) [including any statutory modification(s) or re-enactment thereof for the time being in force] and based on the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company, Dr.Lakshmi Nadkarni (DIN:07076164) be and is hereby appointed as an Independent Director of the company, not liable to

retire by rotation and to hold office for a fixed term of five (5) years from 15.03.2024 to 14.03.2029 (both days inclusive);

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be considered necessary, proper or expedient for the purpose of giving effect to the above resolution.”

**2. Appointment of Mr.Chellamani Naresh (DIN: 10474276) 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 Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI-LODR) [including any statutory modification(s) or re-enactment thereof for the time being in force] and based on the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company, Mr.Chellamani Naresh (DIN:10474276) be and is hereby appointed as an Independent Director of the company, not liable to retire by rotation and to hold office for a fixed term of five (5) years from 15.03.2024 to 14.03.2029 (both days inclusive);

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be considered necessary, proper or expedient for the purpose of giving effect to the above resolution.”

(By Order of the Board)  
**For PONNI SUGARS (ERODE) LIMITED**

Sd/-

Place: Chennai  
Date : 30.01.2024

**R Madhusudhan**  
Company Secretary

**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 **Friday, the 2<sup>nd</sup> February 2024** (cut-off date).
3. This notice is being sent in electronic form to the email address registered with the depository participants (in the case of demat holding) / the Company's Registrar and Transfer Agents (in the case of physical holding). In addition, the Notice is displayed on the website of the Company at [www.ponnisugars.com](http://www.ponnisugars.com). Ministry of Corporate Affairs (MCA) vide its General Circular No.09/2023 dated 25.09.2023 has decided to allow Companies to transact items through postal ballot up to 30<sup>th</sup> September 2024 in accordance with framework provided in the MCA General Circular Nos.14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, 22/2020 dated 15.06.2020, 33/2020 dated 28.09.2020, 39/2020 dated 31.12.2020, 10/2021 dated 23.06.2021, 20/2021 dated 08.12.2021, 03/2022 dated 05.05.2022 and 11/2022 dated 28.12.2022. In compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot notice along with Postal Ballot Forms and prepaid business envelop is not being sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.
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 provided the facility to the Members to exercise their votes electronically through the remote e-voting facility arranged with CDSL.
5. Remote e-Voting commences on Monday, the **12<sup>th</sup> February 2024** (10.00 AM) and ends on Tuesday, the **12<sup>th</sup> March, 2024** (5.00 PM). Members whose names appear on the Register of Members / List of Beneficial Owners as on 02.02.2024 (Cut-off date) will alone be considered for being entitled to vote for the e-voting. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only.

6. Resolution passed by the Members through 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:

<p>Mr R Madhusudhan, Company Secretary Ponni Sugars (Erode) Ltd, ESVIN House, 13 Rajiv Gandhi Salai (OMR), Perungudi, Chennai 600096 Phone:044-24961920 Email:admin@ponnisugars.com</p>	<p>Ms K Sreepriya, Vice President &amp; Company Secretary Cameo Corporate Services Ltd. "Subramanian Building", 5th Floor No.1, Club House Road, Chennai 600 002 Phone: 044-28460390 (6 lines) Email: <a href="mailto:investor@cameoindia.com">investor@cameoindia.com</a></p>
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### **Statement pursuant to Section 102 of the Companies Act, 2013**

#### **(Resolution No:1&2) Appointment of Independent Directors**

The Company presently has five Independent and five non independent directors that conforms to the requirement under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI-LODR). Of this, the tenure of three Independent Directors ends on 31<sup>st</sup> March 2024 after completing their term of two consecutive five years each in office.

The Board of Directors of the company on 19<sup>th</sup> January 2024 decided to reconstitute strength with a total of 8 directors, as against present 10 directors, effective 31<sup>st</sup> March 2024 or earlier. Accordingly, the Board decided to appoint only 2 independent directors before 31<sup>st</sup> March 2024.

Further, the Board based on the recommendation of Nomination and Remuneration Committee (NRC) passed circular resolution dated 30<sup>th</sup> January 2024 (i) recommending the appointment of both Dr.Lakshmi Nadkarni (DIN:07076164) and Mr.Chellamani Naresh (DIN:10474276) as independent directors of the company for a fixed term of five (5) years from 15<sup>th</sup> March 2024 to 14<sup>th</sup> March 2029, not liable to retire by rotation (ii) approving the Postal Ballot Notice to seek shareholder approval for the appointments by special resolution.

Dr.Lakshmi Nadkarni and Mr.Chellamani Naresh are not disqualified for being appointed as directors in terms of Section 164 of the Companies Act, 2013. The company has received the following from Dr.Lakshmi Nadkarni and Mr.Chellamani Naresh in respect of their proposed appointment:

- i) Consent to act as Director – Sec.152(5) of the Act - Rule 8 of Companies (Appointment and Qualification of Directors) Rules 2014.
- ii) Form DIR 8 intimating that he/she is not disqualified under Sec.164(2) of the Act – Rule 14 of Companies (Appointment and Qualification of Directors) Rules 2014.
- iii) Notice in writing from members proposing the candidature of the above persons for being appointed as Directors of the company – Sec.160 of the Act. No security deposit is however payable as per proviso to Sec.160.
- iv) Declaration that he/ she
  - a) meets the criteria of independence prescribed both under the Act and SEBI-LODR.
  - b) is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge duties with an objective independent judgment and without any external influence.
  - c) has not been debarred or disqualified from being appointed or continuing as director of a company by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA) or any such statutory authority.
  - d) has registered the name in the Data Bank of Independent Directors maintained by Indian Institute of Corporate Affairs (IICA) in compliance with Rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014.
  - e) has passed or is exempted from the proficiency test.

[Brief profile of Dr.Lakshmi Nadkarni](#)

Dr.Lakshmi Nadkarni (DIN:07076164) has done Master's in Sociology and Social Welfare and Doctorate in Industrial Sociology from Pune University. She has over 3 decades of experience and expertise in functional areas viz. HR strategy, Governance and CSR. She has held Executive Director positions at Pfizer India Ltd and BASF

India during her tenure in these organisations. She has made valuable contribution to the organisations that she served and to the Human Resources domain as part of the Industry Forum. She led significant change management initiatives and delivery of strategic HR solutions in the organizations that she worked with. Besides being appointed on the Board of NELCO, a Tata enterprise as an Independent Director, she is a Life Coach and Advisor for the CEO and CXOs at Tikitar Group since 2020, in addition to being an Advisor to Tagros Chemicals. Her most recent engagement is with Arofine Polymers as a Business Coach. She continues to contribute to the academic world and is associated with TISS (Tata Institute of Social Sciences), IGTC (Indo German Training Centre), and Somaiya Management Studies among several others.

[Brief profile of Mr.Chellamani Naresh](#)

Mr.Chellamani Naresh (DIN: 10474276) is a qualified Chartered Accountant, Company Secretary and Graduate member of Cost Accountant Institute. He has over 3 decades of experience in the field of Tax Advisory, Litigation Services, Bank Audits, and assurance engagements to manufacturing companies. He is a partner in Sundaram & Srinivasan (a reputed audit firm of 8 decades standing) since 1997. He has led large teams in finalising financial statements of Banks, Mutual Funds and manufacturing companies. He has appeared and won several cases before CIT(A) and ITAT on important tax issues for major Banks in the country.

In the opinion of the Board, Dr.Lakshmi Nadkarni (DIN 07076164) and Mr. Chellamani Naresh (DIN: 10474276) are persons of integrity and possess relevant expertise and experience and fulfill the conditions for being appointed as Independent Directors as specified in the Companies Act, 2013 and SEBI-LODR and they are independent of the management. Having regard to the qualification, skill, experience and knowledge, the Board considers that their induction would be of immense benefit to the Company. Details of Dr.Lakshmi Nadkarni (DIN 07076164) and Mr.Chellamani Naresh (DIN: 10474276) are furnished in **Appendix-1&2** pursuant to Regulation 36(3) of SEBI-LODR and Secretarial Standard-2 on General Meetings.

The Independent Directors are eligible for sitting fee for attending the Board meeting and any other Committee meetings in which they are members, within the ceiling prescribed by the Act and as determined by the Board from time to time. They would

also be eligible for commission within the limits permissible under Law and approved by shareholders. However, they are not entitled to any stock option.

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 are available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day from the date of dispatch of the Notice till the date of closing of voting period, i.e. 12.03.2024. The terms and conditions of appointment of independent directors is available on the website of the Company.

Except Dr.Lakshmi Nadkarni (DIN 07076164) and Mr.Chellamani Naresh (DIN: 10474276) being the appointees, none of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the two resolutions.

In deference to Regulation 25 (2A) of the SEBI-LODR, the appointment of independent directors shall be subject to the approval of the shareholders by way of special resolution. Accordingly, the approval of shareholders by way of special resolution is sought for appointment of Dr.Lakshmi Nadkarni (DIN 07076164) and Mr.Chellamani Naresh (DIN: 10474276) as independent directors of the company for a fixed term of five (5) years from 15<sup>th</sup> March 2024 to 14<sup>th</sup> March 2029.

The Board recommends the Special Resolutions set out in the Notice for approval by the members.

(By Order of the Board)  
**For PONNI SUGARS (ERODE) LIMITED**

Sd/-

Place: Chennai  
Date : 30.01.2024

**R Madhusudhan**  
Company Secretary

**Appendix-1****Details of Director seeking appointment**

[Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of Director seeking appointment	<b>Dr.Lakshmi Nadkarni</b>
Director Identification Number (DIN)	07076164
Date of Birth / Age	20.02.1960 (63)
Qualification	MA., MSW., PhD in Industrial Sociology
Experience & Expertise	She has over 3 decades of experience and expertise in functional areas viz. HR strategy, Governance and CSR.
Brief resume of Dr.Lakshmi Nadkarni and skills and capabilities required for the role of independent director and the manner in which she meets such requirements	Detailed in the explanatory statement given pursuant to Section 102 of the Companies Act, 2013.
Terms and Conditions of appointment	Independent director for a fixed term of 5 years from 15.03.2024 to 14.03.2029.
Remuneration proposed to be paid	Sitting fee and commission as decided by the Board of Directors from time to time within the ceiling approved by the shareholders from time to time.
Remuneration last drawn	NIL
Commission	NIL
Date of first appointment on the Board	15.03.2024 (proposed)
Shareholding in the Company	NIL
Relationship with other directors, manager and key managerial personal	NIL
Number of Board meetings attended during the year	Not Applicable
Other directorships	NELCO Limited –Independent Director
Membership / Chairmanship of Committees in other companies	NELCO Limited Audit Committee – Member Nomination and remuneration committee – Chairperson Stakeholders Relationship Committee – Member
Resignation of directorships from the listed entities during past three years	NIL

**Appendix-2****Details of Director seeking appointment**

[Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of Director seeking appointment	<b>Mr.Chellamani Naresh</b>
Director Identification Number (DIN)	10474276
Date of Birth / Age	10.01.1967 (57)
Qualification	B.Com., F.C.A., A.C.S, Grad. C.W.A. DISA
Experience & Expertise	He has over 3 decades of experience in the field of Tax Advisory, Litigation Services, Bank Audits, and assurance engagements to manufacturing companies.
Brief resume of Mr. Chellamani Naresh and skills and capabilities required for the role of independent director and the manner in which he meets such requirements	Detailed in the explanatory statement given pursuant to Section 102 of the Companies Act, 2013.
Terms and Conditions of appointment	Independent director for a fixed term of 5 years from 15.03.2024 to 14.03.2029.
Remuneration proposed to be paid	Sitting fee and commission as decided by the Board of Directors from time to time within the ceiling approved by the shareholders from time to time.
Remuneration last drawn	NIL
Commission	NIL
Date of first appointment on the Board	15.03.2024 (proposed)
Shareholding in the Company	66 shares
Relationship with other directors, manager and key managerial personal	NIL
Number of Board meetings attended during the year	Not Applicable
Other directorships	NIL
Membership / Chairmanship of Committees in other companies	NIL
Resignation of directorships from the listed entities during past three years	NIL

## ***Voting Process & Instructions***

### **(A) Remote e-Voting Facility**

1. The Remote e-Voting facility is offered through e-Voting services provided by Central Depository Services (India) Limited (CDSL).
2. Remote e-Voting commences on Monday, the **12<sup>th</sup> February 2024** (10.00 AM) and ends on Tuesday, the **12<sup>th</sup> March 2024** (5.00 PM). During this period, members holding shares either in physical or dematerialized form, as on the cut-off date of 02.02.2024 may cast their vote electronically. The e-voting portal will be disabled by CDSL for voting thereafter.

### **(B) Login for Remote e-voting**

#### **I Demat Holders**

1. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 (rescinded through SEBI Master Circular dt.11.07.2023) on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories/ Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts for seamless access to e-voting facility.
2. In order to increase the efficiency of the voting process, all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants, will be able to cast their vote without having to register again with the E-voting Service Providers (ESPs).
3. Pursuant to the above SEBI Circular, Login for e-Voting for shareholders holding securities in Demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	1) Shareholders (user) who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> . Then click on Login icon and select New System Myeasi.

	<p>2) After successful login, the user will see the e-voting menu. On clicking the e-voting menu, he/ she will see the holdings along with links of the respective e-Voting service provider which is CDSL in our case. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>3) If the user is not registered for Easi/ Easiest, option to register is available at  <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a> or  <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<p>1) If you are already registered for NSDL IDeAS facility –</p> <p>(a) Please visit the e-Services website of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>(b) Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open.</p> <p>(c) Enter your User ID and Password.</p> <p>(d) After successful authentication, you will see e-Voting services.</p> <p>(e) Click on “Access to e-Voting” under e-Voting services and you will see e-Voting page.</p> <p>(f) Click on company name or e-Voting service provider name.</p> <p>(g) You will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Alternatively, the user can directly visit the e-Voting website of NSDL <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>.</p> <p>(a) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section.</p> <p>(b) A new screen will open. Enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>(c) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p>

	(d) Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<ol style="list-style-type: none"> <li>1) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility.</li> <li>2) After successful login, you will be able to see e-Voting option.</li> <li>3) Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>4) Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period.</li> </ol>

4. Members who are unable to retrieve User ID/ Password are advised to use Forget User ID /Forget Password option available at above mentioned website.

#### 5. **Registration of e-mail with DPs**

Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

- *For Physical shareholders-* please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar card) by email to Company/RTA email id.
- *For Demat shareholders -* please provide your email id and mobile no with your respective Depository Participant (DP).
- *For Individual Demat shareholders -* please update your email id and mobile no with your respective Depository Participant (DP) which is mandatory while e-voting.

## II. **Login method for e-voting for Physical shareholders and Non-Individual shareholders**

1. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on "Shareholders" module.
3. Now enter your User ID - Folio Number / DP Id-Client ID of shareholder.
4. Next enter the Image Verification as displayed and Click on Login.
5. 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 e-voting of any company, then your existing password to be used.

6. If you are a first-time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ○ Shareholders who have not updated their PAN with the Company/Depository Participant are requested to <b>use the sequence number</b> sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. ○ 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.

7. After entering these details appropriately, click on “SUBMIT” tab.
8. Shareholders holding shares in physical form will then directly reach the company selection screen. However, shareholders 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 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.
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (i) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
  - (ii) 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.
  - (iii) Click on the “RESOLUTION FILE LINK” if you wish to view the details of the Resolution.

- (iv) After selecting the resolution you have decided to vote on, click “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.
- (v) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (vi) You can also take a print of the vote cast by clicking on “Click here to print” option on the voting page.
- (vii) If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on “Forgot Password” and enter the details as prompted by the system.

**(C) Additional Facility for Non-individual Shareholders and custodians – Remote Voting only**

1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
2. 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).
3. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
4. The list of accounts linked in the login 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.
5. 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.
6. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [admin@ponnisugars.com](mailto:admin@ponnisugars.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**(D) General Instructions**

1. The cut-off date for the purpose of e-voting has been fixed as **02.02.2024**. Shareholders holding shares as on this date alone are entitled to vote.
2. Voting rights of shareholders shall be in proportion to their shareholding in the company as on the cut-off date i.e **Friday, the 2<sup>nd</sup> February 2024**.
3. The Board of Directors have appointed Mr A S Kalyanaraman, Practicing Chartered Accountant (Membership No.201149) as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
4. The Scrutinizer's decision on the validity of the e-voting shall be final.
5. The Scrutinizer upon the conclusion of voting period will:
  - (i) Unblock the votes cast through Remote e-Voting in the presence of two witnesses not in the employment of the company.
  - (ii) Submit Scrutinizer's report of the total votes cast through Remote e-Voting in favour or against, to the Chairman.
6. Voting Results
  - i) The Chairman or a person authorized by him in writing shall declare at or before 5 PM on **Wednesday, the 13<sup>th</sup> day of March 2024** at the registered office of the company the result of the voting based on the Scrutinizer's report and have it declared.
  - (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 company's website [www.ponnisugars.com](http://www.ponnisugars.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) and also communicated to NSE and BSE forthwith.
  - (iii) Subject to receipt of requisite number of votes, the resolution shall be deemed have been passed on the last date of remote e-voting i.e. **12<sup>th</sup> March 2024**.

## (E) Help Centre

1. 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).
2. Person responsible to address the grievances connected with the facility for e-Voting:

Name: Mr Rakesh Dalvi

Designation: Manager

Address: Central Depository Services (India) Ltd  
A wing, 25th Floor, Marathon Futurex  
Mafatlal Mill Compounds,  
N M Joshi Marg, Lower Parel (East)  
Mumbai 400 013

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

Phone No. 022-23058542/8543, 1800 22 55 33

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