

A S K Associates

Chartered Accountants

Mobile: 91 97909 63225 Tel: 91 44 4217 1854

Scrutinizer's Report - Combined

To

The Chairman of 19th Annual General Meeting of Ponni Sugars (Erode) Limited held on 24th July 2015 at 10.15 AM

Dear Sir,

- I, A.S.Kalyanaraman, Practicing Chartered Accountant (Membership No.201149) have been appointed as a Scrutinizer by the Board of Directors of Ponni Sugars (Erode) Limited (the Company) by resolution passed at their meeting held on 29th May 2015 for the purpose of scrutinizing the voting process under:
 - (i) Remote e-voting (e-voting);
 - (ii) Postal Ballot; and
 - (iii) Voting on Poll at the Annual General Meeting (AGM)

in terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules 2014 (the Rules) and Clause 35-B of the Listing Agreement on the resolutions proposed in the Notice for the 19th AGM held on 24th day of July 2015 at New Woodlands Hotel Pvt Ltd, 72-75 Dr Radhakrishnan Road, Mylapore, Chennai 600004.

- 2. The Management of the Company is responsible for compliance with the requirements of the Act and Rules relating to e-voting, postal ballot and poll on the resolutions proposed in the Notice for the 19th AGM of the Company. My responsibility as a scrutinizer for the e-voting process, postal ballot and for the poll at the AGM is restricted to the matters specified and relevant under the above Rules including preparation of Scrutinizer's Report in the manner specified therein.
- I have been furnished by the company a list of Related Parties who shall not vote on Resolution No.5. I have verified and ensured that none of these related parties have voted on the Resolution No.5.

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4. I have issued separate Scrutinizer's Report dated 24th July 2015 on the e-voting, Postal Ballot and Poll on the resolutions proposed in the Notice for the 19th AGM. As requested by the management, I now submit herewith my Combined Report on the results of e-voting, Postal Ballot and Poll in respect of each of the 6 resolutions contained in the Notice for the 19th AGM of the Company in Annx-1 hereto which shall form an integral part of this Combined Report.

Thanking you Yours faithfully

A.S.Kalyanaraman Practicing Chartered Accountant Membership No.201149

Chennai 24 July 2015

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(Countersigned by the Chairman)

19th Annual General Meeting – 24th July 2015

Consolidated Results of E-voting, Postal Ballot and Poll at the AGM

Item No.1 - Adoption of Financial Statements - Ordinary Resolution

Particulars	No.	of Voters			No	063/-1-			
	Poli		Postal		NO,	of Votes cas	t		
		E-voting	Ballot	Total	Poll	E-voting	Postal	Tabel	%
Assent	38	/ 45		138	040.44		Ballot	Total	
Dissent	1	/	/ 2	130	813,200	4,449,190	3,319	5,265,709	/99.9992%
Total	39	\ 45	57	141	5	/ -	/ 35	40	0.0008%
Invalid	1	-	9	141	813,205	4,449,190	3,354	5,265,749	100.0000%
				10	/ 2	-	476	478	The second secon

Item No.2 – Reappointment of retiring Director – Ordinary Resolution

Particulars	No. of Voters					T	No	0611-1			
	Dell	E-voting		Postal		+	No. of Votes cast				
	Poli	E-V	oting	Ballot	Tota	11	Poll	E-voting	Postal		%
Assent	39	/	45	54	13	0	040.00		Ballot	Total	
Dissent	-	/	-	/ 3	1.5	2	813,205	4,449,190	3,294	5,265,689	99.9989%
Total	39	/	45	/ 57	- 11	3		-	60	60	/ 0.0011%
Invalid	1	/	-	0	/ 14	-	813,205	4,449,190	3,354	5,265,749	
				3	/ 1	1/	2	/ -	476		1200.0000 70

Item No.3 - Ratification of Auditors' Appointment - Ordinary Resolution

-	No.	of Voters			No	063/-1			
Particulars	Poll	E-voting	Postal	Total		of Votes cas	Doobel		
Assent	39		Ballot		Poli	E-voting	Ballot	Total	%
Dissent	-	- 13	55	139	813,205	4,449,190		5,265,739	99.9998%
Total	39	45	57	141	- 012.205		10	10	0.0002%
Invalid	1	1 -	9	10	813,205	4,449,190	-700	< 5,265,749	100.0000%
				20		-	476	478	

A-S-1800 A-S-KALYANARAMAN M-NO 201149

Item No.4 - New Articles of Association - Special Resolution

Particulars	No.		T	No						
	Poll	E-voting	Postal		1	140.	of Votes cas	t		
Assent	FOII	E-voting	Ballot	Tak	al	Poll	E-voting	Postal	72-1-1	%
	39	45	54	/ 13	88	012.205		Ballot	Total	
Dissent	-	-	2		2 7	813,205	4,449,190	- 3,294	5,265,689	99.9989%
otal	39	45	5 57		3 '	17	_	60		0.0011%
nvalid	1	/	57	14	1	813,205	4,449,190	3,354	5,265,749	
tem No.5 - Relate	Τ.		9		0	2	/ -	476	478	100.0000%

Item No.5 - Related Party Transaction - Special Resolution

Particulars	No.	of Voters			No	of Wat			
rardiculars	Poll	E-voting	Postal		140'	of Votes cas	t		
Accont	1 011	E-voting	Ballot	Total	Poll	E-voting	Postal	T-4-1	%
Assent	36	37	55	128	012.004		Ballot	Total	
Dissent	1	/ -	2	120	812,664	1,084,724	3,344	1,900,732	99.9992%
otal	37	37	/ 57	3	5	/	10	/ 15	0.0008%
nvalid	1	37	57	131	812,669	1,084,724	3,354	1,900,747	
			9	10	2	/ -	476	478	100.0000%

Item No.6 – Remuneration to Cost Auditor for FY 2015-16 – Ordinary Resolution

Particulars	No.	of Voters			No. c	of Votes cast			
	Poll	E-voting	Postal	Total	Poll		Postal		04
Assent	38	45	Ballot			E-voting	Ballot	Total	%
Dissent	1	/ -	53	136	813,200 -	4,449,190	3,278	5,265,668	99.9985
Total	39	\ 45	57	141	813,205		76	81	0.00159
nvalid	1	-	9/	10	013,205	4,449,190	3,354 476	5,265,749	100.00009

As. Kayarazana M. No 201149