



BANNARI AMMAN SUGARS LIMITED

Regd. Office : 1212, Trichy Road Coimbatore 641 018 Tamilnadu India
Phone : 91 - 422 - 2302277 Fax : 91 - 422 - 2309999 E-Mail : bascbe@bannari.com
CIN : L15421TZ1983PLC001358

SEC/1202/2015

//BY COURIER//

7.10.2015

The Manager
Listing Department
National Stock Exchange of India Limited
"Exchange Plaza"
Bandra-Kurla Complex
Bandra (East)
Mumbai 400 051

NSE CODE: BANARISUG
ISIN NO. : INE459A01010

Dear Sir

Sub: Compliance of Clause 31(d) of the Listing Agreement

With reference to the above, we send herewith a certified copy of the proceedings of the Annual General Meeting of our Company held on 23.9.2015.

Thanking you

Yours faithfully
For **BANNARI AMMAN SUGARS LIMITED**


COMPANY SECRETARY

Enc

BANNARI AMMAN SUGARS LIMITED

COIMBATORE

CIN: L15421TZ1983PLC001358

PROCEEDINGS OF THE 31ST ANNUAL GENERAL MEETING OF BANNARI AMMAN SUGARS LIMITED HELD AT JENNEYS RESIDENCY, 2/2 AVINASHI ROAD CIVIL AERODROME POST COIMBATORE 641 014 ON WEDNESDAY THE 23RD DAY OF SEPTEMBER, 2015 AT 3.45 P.M.

Directors Present : 1. Sri S V Balasubramaniam - Chairman

2. Sri B Saravanan - Managing Director

3. Sri A K Perumalsamy - Director

4. Sri E P Muthukumar - Director

5. Dr M P Vijayakumar - Director

6. Dr Radha Ramani - Director

Members Present : 1. Individuals including Directors : 53

2. Corporate Members through Representatives : 7

3. Members Represented by proxy : 4

In Attendance : Sri C Palaniswamy - Company Secretary

In Presence : 1. Sri P R Vittel - Partner, M/s P N Ragavendra Rao & Co
Statutory Auditors

2. Sri C Thirumurthy - Scrutiniser

3. Sri M Ramprabhu - Chief Financial Officer

Dr M P Vijayakumar, Chairman - Audit Committee, Nomination and Remuneration Committee, CSR Committee and Risk Management Committee was present at the meeting.

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and other documents referred in the notice of 31st Annual General Meeting were kept open for inspection by the members during the meeting.



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facility to exercise their vote on all the resolutions set out in the notice of the 31st Annual General Meeting (AGM) of the Company. The remote e-voting commenced from 20th September, 2015 (9.00 AM) to 22nd September, 2015 (5.00 PM). He then stated that as per the provisions of the Act, all resolutions proposed in this AGM Notice shall be decided through Poll and not by show of hands.

He further stated that those members who had not exercised their vote through remote e-voting/ballot and those members who held shares as on 16th September, 2015 (being cut-off date for e-voting) can participate in the poll to be conducted now at this Meeting.

He further stated that M/s C Thirumurthy & Associates, Practicing Company Secretaries were appointed as the Scrutinizers for the e-voting, ballot and poll at this meeting.

The Chairman briefly read out the businesses set out in the AGM Notice and ordered for poll. He invited Sri C Thirumurthy of M/s C Thirumurthy & Associates, Scrutinizers to conduct poll and requested to submit his report on voting not later than 5.00 PM on 24th September, 2015.

The Chairman further informed the members that results of voting will be announced at the Registered Office of the company before 6.00 P.M on 24th September, 2015. The said results along with the report of scrutinizers will be posted on the website of the company ([http://www.bannari.com/investorinformation .html](http://www.bannari.com/investorinformation.html)) and also informed to the Stock Exchanges.

The members and proxies present exercised their voting by ballot. On completion of voting, the meeting concluded at 4.55 PM with a vote of thanks to the Chair.

RESULT OF VOTING

On 24th September, 2015 Sri C Thirumurthy, Scrutinizer has submitted his report on voting through remote e-voting, ballot and poll held at the Annual General Meeting to the Chairman. The Chairman has declared the results of voting on 24th September,



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basis of beneficial ownership furnished by the National Securities Depository Limited and Central Depository Services (India) Limited at the end of the business hours on 18th September, 2015."

Voting details on the above 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	6260276	6260276	100.00	6260276	0	100.00	0.00
Public - Institutional holders	22268	20370	91.48	20370	0	100.00	0.00
Public - others	5157156	130208	2.52	130208	0	100.00	0.00
Total	11439700	6410854	56.04	6410854	0	100.00	0.00

The above ordinary resolution was passed with requisite majority.

Item No. 3: Appointment of Sri S V Balasubramaniam, Director retire by rotation (Ordinary Resolution)

"RESOLVED that Sri S V Balasubramaniam be and is hereby appointed as a Director of the Company in the vacancy caused by his retirement by rotation".

Voting details on the above 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	6260276	6260276	100.00	6260276	0	100.00	0.00
Public - Institutional holders	22268	20370	91.48	20370	0	100.00	0.00
Public - others	5157156	130208	2.52	130208	0	100.00	0.00
Total	11439700	6410854	56.04	6410854	0	100.00	0.00

The above ordinary resolution was passed with requisite majority.



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effect from 11.2.2015 and holds office as such up to the date of this Annual General Meeting and in respect of whom the company has received notice in writing from a member under Section 160 of the Companies Act 2013 proposing her candidature for the office of Independent Director be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years up to 22nd September 2020.

Voting details on the above 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	6260276	6260276	100.00	6260276	0	100.00	0.00
Public - Institutional holders	22268	20370	91.48	20370	0	100.00	0.00
Public – others	5157156	130208	2.52	130208	0	100.00	0.00
Total	11439700	6410854	56.04	6410854	0	100.00	0.00

The above ordinary resolution was passed with requisite majority.

Item No. 6: Appointment of Sri S V Balasubramaniam (DIN:00002405) as the Chairman of the Company with substantial powers of management for a period of five years with effect from 2.6.2015 (Special Resolutions)

RESOLVED that pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions if any of the Companies Act 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) approval of the Company be and is hereby accorded to the re-appointment of Sri S V Balasubramaniam (DIN:00002405) as Chairman of the Company with substantial powers of management for a period of five years with effect from 2.6.2015 on such remuneration and terms as set out in the statement annexed to the notice convening



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Sri B Saravanan (DIN:00002927) as Managing Director of the Company for a period of five years with effect from 2.6.2015 on such remuneration and terms as set out in the statement annexed to the notice convening the meeting with the liberty to the Board of Directors (the term "Board" includes Nomination and Remuneration Committee of Directors) to alter or vary the remuneration and terms of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Sri B Saravanan subject to the same not exceeding the limit specified under Schedule V of the Companies Act 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to do all such acts as may be necessary proper or expedient to give effect to this resolution.

Voting details on the above resolutions:

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	6260276	6260276	100.00	6260276	0	100.00	0.00
Public - Institutional holders	22268	20370	91.48	0	20370	0.00	100.00
Public - others	5157156	130208	2.52	130208	0	100.00	0.00
Total	11439700	6410854	56.04	6390484	20370	99.68	0.32

The above Ordinary Resolutions were passed with requisite majority.

Item No. 8: Ratification of Remuneration payable to Cost Auditor of the Company (Ordinary Resolution)

"RESOLVED that pursuant to Section 148 and other applicable provisions if any of the Companies Act 2013 and the Rules made thereunder and pursuant to the recommendations of the Audit Committee of the Board the remuneration of Rs 150000/- (Rupees One lakh fifty thousand only) (plus service tax and out of pocket expenses if any



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Voting details on the above resolutions:

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	6260276	6260276	100.00	6260276	0	100.00	0.00
Public - Institutional holders	22268	20370	91.48	20370	0	100.00	0.00
Public - others	5157156	130208	2.52	130208	0	100.00	0.00
Total	11439700	6410854	56.04	6410854	0	100.00	0.00

The above Special Resolutions were passed with requisite majority.

Place: Coimbatore

Date: 1.10.2015

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CHAIRMAN

CERTIFIED TRUE COPY

For BANNARI AMMAN SUGARS LTD.,

C. Palaniswamy
(C. PALANISWAMY)
COMPANY SECRETARY