



## Notice to Shareholders

NOTICE is hereby given that the FORTIETH (40<sup>th</sup>) ANNUAL GENERAL MEETING of the members of BANNARI AMMAN SUGARS LIMITED ("the Company") will be held on Monday the 23<sup>rd</sup> day of September 2024 at 4.15 PM (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

### Ordinary Business

#### 1. Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors thereon

To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

RESOLVED that the audited financial statements of the company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon as circulated to the members be and are hereby adopted.

#### 2. Declaration of Dividend

To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

RESOLVED that a dividend at the rate of ₹12.50 (Rupees twelve and paise fifty only) per equity share on 1,25,39,700 equity shares of ₹10/- each as recommended by the Board of Directors be and is hereby declared for the financial year ended March 31, 2024 and that the same be paid out of profits of the Company.

#### 3. Appointment of Director who retires by rotation

To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

RESOLVED that Sri B Saravanan, Director (DIN: 00002927) who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as Director of the Company.

### Special Business

#### 4. Appointment of Sri C Devarajan (DIN: 00109836) as a Director and as an Independent Director

To consider and if thought fit to pass the following resolutions as **Special Resolutions**:

RESOLVED that Sri C Devarajan (DIN: 00109836) who was appointed as an Additional Director of the Company with effect from 23<sup>rd</sup> August, 2024 by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee and who holds office upto the date of this Annual General Meeting of the Company under Section 161 of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Article 83 of the Articles of Association of the company, who is eligible and consented to act as a Director of the Company and in respect of whom the company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director of the Company be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER that pursuant to the provisions of Sections 149 (read with Schedule IV of the Companies Act, 2013), 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 25 and other applicable regulations if any of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

("SEBI Listing Regulations") as amended from time to time, the appointment of Sri C Devarajan (DIN: 00109836) as Non-Executive Independent Director who meets the criteria for independence as provided in Section 149(6) of the Act read with Rules made thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the company, not liable to retire by rotation, for a term of five consecutive years i.e. from August 23, 2024 to August 22, 2029 (both days inclusive) be and is hereby approved.

**5. Appointment of Sri M Rathinasamy (DIN:10391134) as a Director and as an Independent Director**

To consider and if thought fit to pass the following resolutions as **Special Resolutions**:

RESOLVED that Sri M Rathinasamy (DIN:10391134) who was appointed as an Additional Director of the Company with effect from 23<sup>rd</sup> August, 2024 by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee and who holds office upto the date of this Annual General Meeting of the Company under Section 161 of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Article 83 of the Articles of Association of the company, who is eligible and consented to act as a Director of the Company and in respect of whom the company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director of the Company be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER that pursuant to the provisions of Sections 149 (read with Schedule IV

of the Companies Act, 2013), 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 25 and other applicable regulations if any of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time, the appointment of Sri M Rathinasamy (DIN:10391134) as Non-Executive Independent Director who meets the criteria for independence as provided in Section 149(6) of the Act read with Rules made thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the company, not liable to retire by rotation, for a term of five consecutive years i.e. from August 23, 2024 to August 22, 2029 (both days inclusive) be and is hereby approved.

**6. Appointment of Sri M Ponnuswami (DIN: 00015847) as a Director and as an Independent Director**

To consider and if thought fit to pass the following resolutions as **Special Resolutions**:

RESOLVED that Sri M Ponnuswami (DIN:00015847) who was appointed as an Additional Director of the Company with effect from 23<sup>rd</sup> August, 2024 by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee and who holds office upto the date of this Annual General Meeting of the Company under Section 161 of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Article 83 of the Articles of Association



of the company, who is eligible and consented to act as a Director of the Company and in respect of whom the company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director of the Company be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER that pursuant to the provisions of Sections 149 (read with Schedule IV of the Companies Act, 2013), 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 17(1A), 25 and other applicable regulations if any of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time, the appointment of Sri M Ponnuswami (DIN:00015847) as Non-Executive Independent Director who meets the criteria for independence as provided in Section 149(6) of the Act read with Rules made thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the company, not liable to retire by rotation, for a term of five consecutive years i.e. from August 23, 2024 to August 22, 2029 (both days inclusive) be and is hereby approved.

## 7. Appointment of Sri M Bharathkumar (DIN: 10727631) as a Non-Executive Non-Independent Director

To consider and if thought fit to pass the following resolutions as an **Ordinary Resolution**:

RESOLVED that Sri M Bharathkumar (DIN: 10727631) who was appointed as an

Additional Director of the Company with effect from 23<sup>rd</sup> August, 2024 by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee and who holds office up to the date of this Annual General Meeting of the Company under Section 161 of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Article 83 of the Articles of Association of the company, who is eligible and consented to act as a Director of the Company and in respect of whom the company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director of the Company be and is hereby appointed as a Director of the Company (Non-Executive Non-Independent) liable to retire by a rotation.

## 8. Ratification of Remuneration payable to Cost Auditor

To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

RESOLVED that pursuant to Section 148 and other applicable provisions if any of the Companies Act 2013 and the Rules made thereunder the remuneration of ₹ 2,00,000/- (Rupees two lakhs only) (plus applicable GST and out of pocket expenses if any for purpose of audit) payable to Sri M Nagarajan (Membership No.F-6384) Cost Accountant as approved by the Board of Directors on recommendations of Audit Committee for conducting the audit of Cost Accounting Records of the company for the financial year ending 31<sup>st</sup> March 2025 be and is hereby ratified.

Coimbatore  
07.08.2024

By order of the Board  
**C PALANISWAMY**  
Company Secretary

## NOTES

1. Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business with respect to item Nos. 4 to 8 of the notice to shareholders is annexed hereto. Necessary documents relating to the said item are available for inspection at the Registered Office of the Company during office hours. Additional information pursuant to applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial standards on General Meetings issued by the Institute of Company Secretaries of India in respect of Director seeking appointment / re-appointment at this Annual General Meeting is furnished as Annexure to the Notice.
2. The general meetings of the companies are being conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020, Circular No.02/2021 dated January 13, 2021, Circular No.02/2022 dated May 05, 2022, Circular No.10/2022 dated December 28<sup>th</sup> 2022 and Circular No.09/2023 dated 25.09.2023, (collectively referred to as "MCA Circulars") without physical presence of members at common venue. MCA has permitted companies to conduct their General Meetings through VC/OAVM and SEBI vide its circular No. SEBI/HO/POD-2/P/CIR/2023/4 dated 05.01.2023 and SEBI/HO/CFD/CFD-POD-2/P/CIR/2023/167 dated 07.10.2023 has granted certain relaxations from compliance with certain provisions of listing Regulations. The forthcoming AGM will thus be held on Monday, the 23<sup>rd</sup> day of September, 2024 at 4.15 P.M (IST) through video conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
3. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Board Committees, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Since this AGM is being held through VC/OAVM, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence attendance slip and proxy forms are not attached to the notice. In pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Circulars issued by Ministry of Corporate Affairs (MCA) / SEBI, notice of AGM along with the 40<sup>th</sup> Annual Report is being sent only through electronic mode to those members whose email addresses are registered with the company/depositories. The Notice calling the AGM and Annual Report 2023-24 have been uploaded on the website of the Company at [www.bannari.com](http://www.bannari.com). The Notice and Annual Report can also be accessed from the websites of BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com). Members who have not registered their e-mail addresses so far are requested to register the same to enable the company to send all communications



including Annual Report, Notices, Circular etc. in electronic mode.

7. Electronic copies of all the documents referred to in the accompanying notice of AGM and the Explanatory Statement shall be made available for inspection. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 at the Act, the Register of Contracts maintained under section 189 of the Act are available electronically for inspection by the members during the AGM.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday the 17<sup>th</sup> September, 2024 to Monday the 23<sup>rd</sup> September, 2024 (both days inclusive).
9. Dividend recommended by the Board of Directors, if approved by the Members at the ensuing Annual General Meeting, will be credited / dispatched between 26<sup>th</sup> September, 2024 and 9<sup>th</sup> October, 2024 to those members whose names appear on the Register of Members as on 23<sup>rd</sup> September, 2024. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership furnished by the National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as at the close of business hours on 16<sup>th</sup> September, 2024.
10. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants (DPs). The address/ bank mandate as furnished to the Company by the respective Depositories Viz., NSDL and CDSL will be printed on the dividend warrants. Members holding shares in physical form are requested to inform the changes in address/mandate/bank details directly to the Registrar and Share Transfer Agent. Members who have not furnished the details of bank accounts so far are requested to furnish the details to their respective DPs or to the Registrar and Transfer Agent as the case may be to enable the company to make dividend payments.

11. The Company has transferred the unpaid or unclaimed dividends for the financial year 2015-2016 to the Investor Education and Protection Fund (the IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 31<sup>st</sup> March 2023 on the website of the Company ([www.bannari.com](http://www.bannari.com)) and also on the website of the Ministry of Corporate Affairs [www.iepf.gov.in](http://www.iepf.gov.in).
12. As required under section 124(6) read with IEPF Rules as amended, all the shares in respect of which dividend remains unpaid / unclaimed for seven consecutive years have been transferred to IEPF Authority.

#### **PROCEDURE FOR VOTING AND JOINING THE MEETING THROUGH ELECTRONIC MEANS:**

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
2. **The remote e-voting period begins on Thursday the 19<sup>th</sup> September, 2024 at 9.00 am and ends on Sunday the 22<sup>nd</sup> September 2024 at 5.00 pm.**

During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16<sup>th</sup> September 2024, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

3. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
4. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD /CIR/P/2020/242 dated 9<sup>th</sup> December, 2020, 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 demate accounts in order to access remote e-voting facility..
5. Remote e-voting is enabled to all the demat account holders by way of single login credential through their demat accounts/websites of Depositories / Depository Participants. Demate account Holders can cast their vote without having to register again with e-voting service providers (ESPs)

**6. Login method for e-voting and joining virtual meeting**

**A. Individual shareholders holding securities in Demat mode :**

CDSL	NSDL
<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL 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 users to login to Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on icon and select New System Myeasi TAB.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KARVY/ LINKINTIME, so that the user can visit the e-voting service providers’ website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://web.cdslindia.com">web.cdslindia.com</a> and click on login &amp; new system registration tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on</li> </ol>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. 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. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. 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. 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>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></li> <li>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your</li> </ol>



CDSL		NSDL
<p>www.cdslindia.com 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>sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 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 or joining virtual meeting &amp; voting during the meeting.</p>
<p>Login through Depository Participants</p>	<p>Shareholders can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. 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. 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 or joining virtual meeting &amp; voting during the meeting.</p>	

**B. Physical and non-individual shareholders holding shares in demat mode :**

- i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii) Click on "Shareholders" module.
- iii) Now Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
- iv) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) 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.
- vi) If you are a first time user follow the steps given below:

For Shareholders holding shares in Physical and Non-individual Shareholders holding shares in demat mode :	
PAN	<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>● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</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 instruction.</li> </ul>

- vii) After entering these details appropriately, click on "SUBMIT" tab.
  - viii) 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 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.
  - ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - x) Click on the Electronic Voting Sequence Number (EVSN) relevant for "BANNARI AMMAN SUGARS LIMITED" on which you choose to vote.
  - xi) 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.
  - xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - xiii) 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.
  - xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
  - xvi) 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 & enter the details as prompted by the system.
  - xvii) There is also an optional provision to upload Board Resolution / POA if any uploaded, which will be made available to scrutinizer for verification.
  - xviii) Note for Non - Individual Shareholders and Custodians:
    - ❖ 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.
    - ❖ 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 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.
    - ❖ The list of accounts linked in the login will be mapped automatically & can be de-link in case of any wrong mapping.
    - ❖ 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.
    - ❖ 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 e-mail address viz., [secretary@bannari.com](mailto:secretary@bannari.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system to the scrutinizer to verify the same.
- C. Shareholders whose Email addresses are not Registered with the Depositories / RTA.**
- i) 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.
  - ii) For Demat shareholders, Please update your email Id & mobile no. with your respective Depository Participant (DP)





- iii) For individual demat shareholders - Please update your email Id and mobile no. with your respective (DP) which is mandatory while e-voting & joining virtual meetings through Depository.
- iv) 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) or contact at toll free No.1800 21 09911.

## GENERAL INFORMATION FOR ATTENDING THE AGM THROUGH VC/OAVM

1. The link for VC/OAVM to attend meeting will be available where the EVSN of company will be displayed after successful login as per the instructions mentioned above for e-voting.
2. Shareholders who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
3. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
6. **Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number through company email id [shares@bannari.com](mailto:shares@bannari.com). The shareholders who**

**do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number through [shares@bannari.com](mailto:shares@bannari.com). These queries will be replied to by the company suitably by email.**

7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
9. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

## SCRUTINIZER AND RESULTS

1. M/s C Thirumurthy & Associates, Company Secretaries, have been appointed as the Scrutinizer to Scrutinize the e-voting process in a fair and transparent manner.
2. The Scrutinizer shall immediately after the conclusion of AGM unblock the votes cast during AGM and votes cast through remote e-voting and make (not later than 48 hours) a consolidated Scrutinizer's Report forthwith to the Chairman of the Company.
3. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.bannari.com](http://www.bannari.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) immediately after the result is declared by the company and communicated to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited.

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No.4**

Pursuant to the recommendation of Nomination and Remuneration Committee of Directors, the Board of Directors of the Company have appointed Sri C Devarajan (DIN:00109836) as an Additional Director in the category of Non-Executive Independent Director not liable to retire by rotation, for a term of five years from August 23, 2024 to August 22, 2029, subject to approval of the members of the company.

The company has received a notice from a member proposing Sri C Devarajan (DIN: 00109836) for the office of Director under Section 160(1) of the Companies Act, 2013 ("the Act") and he is eligible for the appointment as a Director. The company has also received declarations from Sri C Devarajan (DIN:00109836) to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act read with Rules made there under and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and is not disqualified from being appointed as Director under Section 164 of the Act. The Directorship(s) held by Sri C Devarajan are within the limits prescribed under the Act and SEBI Listing Regulations. He further confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Sri C Devarajan is not debarred from holding the office of Director by virtue of any order of SEBI or any other authority.

A brief profile and specific area of expertise/experience of Sri C Devarajan (DIN:00109836) are provided as an Annexure to this Notice.

In the opinion of the Board of Directors, Sri C Devarajan is a person of integrity, possess relevant expertise / experience and fulfils conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director. He fulfils the conditions specified in

the Act, Rules and SEBI Listing Regulations for appointment as an Independent Director that he is independent of management of the Company.

Electronic copy of the terms and conditions of appointment of Independent Directors is available for inspection and also available on the website of the company at <http://www.bannari.com/InvestorInformation.html>.

Except Sri C Devarajan, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested in the resolutions set forth in Item No.4.

The Board recommends the Special Resolutions as set out in Item No.4 of this notice for the approval of members of the Company.

**Item No.5**

Pursuant to the recommendation of Nomination and Remuneration Committee of Directors, the Board of Directors of the Company have appointed Sri M Rathinasamy (DIN:10391134) as an Additional Director in the category of Non-Executive Independent Director not liable to retire by rotation, for a term of five years from August 23, 2024 to August 22, 2029, subject to approval of the members of the company.

The Company has received a notice from a member proposing Sri M Rathinasamy (DIN:10391134) for the office of Director under Section 160(1) of the Companies Act, 2013 ("the Act") and he is eligible for the appointment as a Director. The company has also received declarations from Sri M Rathinasamy (DIN:10391134) to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act read with Rules made there under and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and is not disqualified from being appointed as Director under Section 164 of the Act. The Directorship(s) held by Sri M Rathinasamy are within the limits prescribed under the Act and SEBI Listing



Regulations. He further confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Sri M Rathinasamy is not debarred from holding the office of Director by virtue of any order of SEBI or any other authority.

A brief profile and specific area of expertise/experience of Sri M Rathinasamy (DIN:10391134) are provided as an Annexure to this Notice.

In the opinion of the Board of Directors, Sri M Rathinasamy is a person of integrity, possess relevant expertise / experience and fulfils conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director. He fulfils the conditions specified in the Act, Rules and SEBI Listing Regulations for appointment as an Independent Director that he is independent of management of the Company.

Electronic copy of the terms and conditions of appointment of Independent Directors is available for inspection and also available on the website of the company at <http://www.bannari.com/InvestorInformation.html>.

Except Sri M Rathinasamy, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested in the resolutions set forth in Item No.5.

The Board recommends the Special Resolutions as set out in Item No.5 of this notice for the approval of members of the Company.

### Item No.6

Pursuant to the recommendation of Nomination and Remuneration Committee of Directors, the Board of Directors of the Company have appointed Sri M Ponnuswami (DIN: 00015847) as an Additional Director in the category of Non-Executive Independent Director not liable to retire by rotation, for a term of five years from August 23, 2024 to August 22, 2029, subject to approval of the members of the company.

The Company has received a notice from a member proposing Sri M Ponnuswami (DIN: 00015847) for the office of Director under Section 160(1) of the Companies Act, 2013 ("the Act") and he is eligible for the appointment as a Director. The company has also received declarations from Sri M Ponnuswami (DIN: 00015847) to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act read with Rules made there under and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and is not disqualified from being appointed as Director under Section 164 of the Act. The Directorship(s) held by Sri M Ponnuswami are within the limits prescribed under the Act and SEBI Listing Regulations. He further confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Sri M Ponnuswami is not debarred from holding the office of Director by virtue of any order of SEBI or any other authority.

A brief profile and specific area of expertise/experience of Sri M Ponnuswami (DIN: 00015847) are provided as an Annexure to this Notice.

In the opinion of the Board of Directors, Sri M Ponnuswami is a person of integrity, possess relevant expertise / experience and fulfils conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director. He fulfils the conditions specified in the Act, Rules and SEBI Listing Regulations for appointment as an Independent Director that he is independent of management of the Company.

Pursuant to Regulation 17(1A) of SEBI listing Regulations Sri M Ponnuswami at present aged 71 would continue to hold his Directorship even after attaining the age of 75 years. This continuation is justified by the Board and his continuation even after the attainment of 75 years of age would be beneficial to the Company.

Electronic copy of the terms and conditions of appointment of Independent Directors is available for inspection and also available on the website of the company at <http://www.bannari.com/InvestorInformation.html>.

Except Sri M Ponnuswami, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested in the resolutions set forth in Item No.6.

The Board recommends the Special Resolutions as set out in Item No.6 of this notice for the approval of members of the Company.

**Item No.7**

Pursuant to the recommendation of Nomination and Remuneration Committee of Directors, the Board of Directors of the Company have appointed Sri M Bharathkumar (DIN: 10727631) as an Additional Director (Non-Executive Non-Independent) who is liable to retire by rotation. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and Article 83 of the Articles of Association of the Company, Sri M Bharathkumar shall hold office up to the date of this Annual General Meeting and he is eligible to be appointed as a Director of the Company.

Sri M Bharathkumar is not debarred from holding the office of Director by virtue of any order of SEBI or any other authority.

The company has received a notice from a member proposing Sri M Bharathkumar (DIN: 10727631) for the office of Director under Section 160(1) of the for the appointment as a Director. A brief profile of Sri M Bharathkumar (DIN: 10727631) is provided as an Annexure to this Notice.

Except Sri M Bharathkumar, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested in the resolutions set forth in Item No.7.

The Board recommends the Ordinary Resolution as set out in Item No.7 of this notice for the approval of members of the Company.

**Item No.8**

The Board of Directors on the recommendation of the Audit Committee has approved the appointment of Sri M Nagarajan, Cost Accountant as Cost Auditor to conduct audit of cost records of the company for the financial year ending March 31, 2025 and fixed his remuneration at Rs.2,00,000/- (Rupees two lakhs only) plus reimbursement of actual out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules 2014 the remuneration payable to the cost auditor has to be ratified by the members of the company.

Accordingly, consent of the shareholders is sought for passing an ordinary resolution as set out at Item No.8 of the notice. The Board recommends the Ordinary Resolution set out in Item No.8 of the notice for the approval of the shareholders.

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned or interested in the proposed Ordinary Resolution.

Coimbatore  
07.08.2024

By order of the Board  
**C PALANISWAMY**  
Company Secretary



**ANNEXURE TO THE NOTICE**

**DISCLOSURE PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETATARIAL STANDARD-2 ON GENERAL MEETINGS**

Name of the Director	Sri B Saravanan	Sri C Devarajan	Sri M Rathinasamy	Sri M Ponnuswami	Sri M Bharath Kumar
DIN	00002927	00109836	10391134	00015847	10727631
Date of Birth & Age	22.11.1972 (51)	12.05.1961 (63)	02.06.1963 (61)	02.03.1953 (71)	16.12.1993 (31)
Date of first appointment	27.01.1999	23.08.2024	23.08.2024	23.08.2024	23.08.2024
Qualifications	B.Com	B.E (Civil Engineering)	B.Sc., Agriculture from TNAU, Graduate in International Taxation (Harvard Law School), Master in Public Administration (Harvard University) IRS (Retired)	Graduate in Chemistry	M.E. (Civil)
Designation /Category	Managing Director - Executive	Non-Executive Independent	Non-Executive Independent	Non-Executive Independent	Director - Non - Executive Non-Independent
Brief resume / experience and expertise in specific functional area	Sri B Saravanan has more than 23 years experience in sugar industry and he is the Managing Director of the company. He is in-charge of the entire operations of the company.	Sri C Devarajan has around 37 years of experience in the field of construction and infrastructure development. He is the Managing Director of URC Constructions Private Limited, URC Construction Enterprise Private Limited and Tactive Software Systems Private Limited. He has established "URC Gurukulam" as skill development school for construction workers. He is the co-founder and Vice Chairman of Texvalley, Erode and Prathimithi at Kasturba Gandhi National Memorial Trust Institute, Erode Foundation.	Sri M Rathinasamy has over three decades (1989 to 2023) of experience in Indian Revenue Service (IRS) spanning tax administration, Investigation Directorate, International Taxation and Transfer Pricing, vigilance administration etc., and held the position of Chief Commissioner of Income Tax, Chennai. Earlier he worked with NABARD for two years i.e. from 1988-1989. He has rich experience in taxation, transfer pricing, compliances, administration etc.,	Sri M Ponnuswami is the Chairman of Pon Pure Chemical Group, Chennai engaged in the business of manufacturing, marketing and distribution of basic and specially chemicals having turnover of more than INR 4500 Crores. He is the Co-Chairman of CII MSME National Council, Past Chairman CII-Tamil Nadu, Member of Chennai Metropolitan Development Authority and Kandla SEZ Authority. He has over 40 year experience in manufacturing and administration of companies and business development.	Sri M Bharath Kumar is an Agriculturist



Name of the Director	Sri B Saravanan	Sri C Devarajan	Sri M Rathinasamy	Sri M Ponnuswami	Sri M Bharath Kumar
No. of equity shares held in the company	He holds 175758 equity shares in the company	Nil	Nil	Nil	Nil
Directorship in other companies / LLP	<p><b>Managing Director</b> Bannari Amman Sugars Limited Shiva Distilleries Private Limited</p> <p><b>Director</b> Goldmine Corporate Investment Private Limited Kerala Alcoholic Products Private Limited SVB Holdings Private Limited</p>	<p><b>Managing Director</b> URC Constructions Private Limited URC Construction Enterprise Private Limited Tactic Software Systems Private Limited</p> <p><b>Director</b> Tex Value Mall Private Limited URC Technology Services Private Limited OREOPS Framework Private Limited Sterlo Platform Private Limited Erode Textile Mall Private Limited URC Creative Developers Private Limited SKM Egg Products Export India Limited URC Power Product Private Limited Texvalley Weekly Market Limited Texvalley Market Limited Erode Smart City Limited</p>	<p><b>Director</b> Rajapalayam Mills Limited Kovai Medical Center and Hospital Limited</p>	<p><b>Managing Director</b> Pon Pure Chemical India Private Limited Pon Pure Speciality Chemical Private Limited</p> <p><b>Director</b> Manchester Textile Private Limited Ponpure Finance Private Limited Pon Pure Construction Private Limited Pon Pure Renewable Energy Private Limited Tamilnadu Cement Corporation Limited (Additional Director)</p> <p><b>Designated Partner</b> Mano Infrastructure LLP Color Chemicals and Dyes LLP Color Wind Energy LLP</p>	Nil



Name of the Director	Sri B Saravanan	Sri C Devarajan	Sri M Rathinasamy	Sri M Ponnuswami	Sri M Bharath Kumar
Committee Membership	<p>Skopos India Foundation Native Angels Network Association Institute for Lean Construction Excellence <b>Designator Partner :</b> Modest Imperia Trading LLP</p>	<p><b>Rajapalayam Mills Limited</b> Audit Committee Nomination and Remuneration Committee</p>	<p><b>Tamilnadu Cements Corporation Limited</b> Audit Committee Nomination and Remuneration Committee CSR Committee Tender Committee</p>	<p>Nil</p>	<p>Nil</p>
Term and conditions of appointment	<p><b>Bannari Amman Sugars Limited</b> Risk Management committee</p>	<p><b>SKM Egg Products Export India Limited</b> Nomination and Remuneration Committee Stackholders Relationship Committee - Chairman CSR Committee <b>Erode Smart City Limited</b> Audit Committee <b>Institute For Lean Construction Excellence</b> Purpose, Vision and Strategy Development Committee</p>	<p>Appointment as a Director &amp; Non-Executive Independent Director for a period of five years from 23.08.2024</p>	<p>Appointment as a Director &amp; Non-Executive Independent Director for a period of five years from 23.08.2024</p>	<p>Appointment as a Director (Non - Executive Non-Independent Director) retire by rotation</p>
Details of Remuneration paid / sought to be paid	<p>Re-appointment as a Director liable to retire by rotation</p>	<p>He shall be paid sitting fee for attending the meeting of the Board and Committees thereof and reimbursement of expenses for participating said meetings</p>	<p>He shall be paid sitting fee for attending the meeting of the Board and Committees thereof and reimbursement of expenses for participating said meetings</p>	<p>He shall be paid sitting fee for attending the meeting of the Board and Committees thereof and reimbursement of expenses for participating said meetings</p>	<p>He shall be paid sitting fee for attending the meeting of the Board and Committees thereof and reimbursement of expenses for participating said meetings</p>
Resignation in listed companies for the last three years	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>
Relationship with other Directors	<p>Son of Sri S V Balasubramaniam - Chairman</p>	<p>Not related to any Director/ Key Managerial Personnel</p>	<p>Not related to any Director/ Key Managerial Personnel.</p>	<p>Not related to any Director/ Key Managerial Personnel</p>	<p>Not related to any Director/ Key Managerial Personnel</p>