



Notice to Shareholders

NOTICE is hereby given that the 34th Annual General Meeting of the Members of the Company will be held at JENNEYS RESIDENCY 2/2 AVINASHI ROAD CIVIL AERODROME POST COIMBATORE 641 014 on Thursday the 20th day of September 2018 at 4.30 PM to transact the following businesses :

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, 2018 and the reports of the Board of Directors and Auditors thereon as circulated to the members and presented to the meeting 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 Rs.10/- per share on 1,25,39,700 equity shares of Rs.10/- each as recommended by the Board of Directors be and is hereby declared for the year ended March 31, 2018 and that the same be paid to the members whose names appeared in the Register of Members of the company as on 20th September, 2018 and in the Register of beneficial owners maintained by the depositories as at the close of business hours on 13th September, 2018.

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. 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 there under and pursuant to the recommendations of the Audit Committee of the Board the remuneration of Rs.2,00,000/- (Rupees two lakhs only) (plus applicable taxes 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 for conducting the audit of Cost Accounting Records of the company for the financial year ending 31st March 2019 be and is hereby ratified and confirmed.

5. Approval for continuance of Sri A K Perumalsamy as Independent Director

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

RESOLVED that pursuant to Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions if any, approval of the members be and is hereby accorded for the continuation of Sri A K Perumalsamy (DIN:00313769) aged 78 years as Independent Director (who was appointed for a term of five consecutive years at the 30th Annual General Meeting of the company held on 15th September, 2014) for the remaining period under current tenure which expires on 14th September, 2019.

6. Approval for continuance of Sri T Gundan as Independent Director

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

RESOLVED that pursuant to Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions if any, approval of the members be and is hereby accorded for the continuation of Sri T Gundan (DIN:00624804) aged 77 years as Independent Director (who was appointed for a term of five consecutive years at the 30th Annual General Meeting of the company held on 15th September, 2014) for the remaining period under current tenure which expires on 14th September, 2019.

Coimbatore
25.05.2018

By order of the Board
C PALANISWAMY
Company Secretary

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY MAY APPOINT A PROXY TO ATTEND AND ON A POLL VOTE INSTEAD OF HIMSELF / HERSELF. A Proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable. A person shall not act as proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item Nos. 4 to 6 to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
3. The requirement of ratification of appointment of Statutory Auditors at every Annual General Meeting is done away with vide notification dated 7th May 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors who were appointed for a period of Five years at the Annual General Meeting held on 25.9.2017.
4. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Sundays and Public Holidays up to the date of the Annual General Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday 14th September, 2018 to Thursday, the 20th September, 2018 (both days inclusive).
6. Dividend recommended by the Board of Directors, if approved by the Members at the Annual General Meeting, will be credited / dispatched between 23rd September, 2018 and 7th October, 2018 to those members whose names appear on the Register of Members as on 20th September, 2018. In respect of shares held in electronic form, the dividend will be payable 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 13th September, 2018.
7. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants. 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 Agents. 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.
8. Members are requested to bring their copies of the Annual Report to the Meeting. Members are requested to hand over the Attendance slip duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for identification.
9. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting to the Company Secretary.
10. The Company has transferred the unpaid or unclaimed dividends upto the financial year 2009-2010 to the Investor Education and Protection Fund (the IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 25th September, 2017 (date of last Annual General Meeting) on the website of the Company (www.bannari.com) as



also on the website of the Ministry of Corporate Affairs www.iepf.gov.in.

11. 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.
12. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agent.
13. Electronic copy of the Notice convening the 34th Annual General Meeting of the Company, the Annual Report, the Attendance slip and Proxy form are being sent to the members whose e-mail addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the above documents are being sent to the members in the permitted mode. 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.
14. The notice of AGM and Annual Report 2017-18 will also be available on the Company's website at the link : [http:// www.bannari.com/Investor Information.html](http://www.bannari.com/InvestorInformation.html)

Voting through electronic means

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rules made there under and Regulation 44 of the SEBI (Listing

Obligations and Disclosure Requirements) Regulation 2015, the Company is providing facility of remote e-voting to the members to exercise their right to vote electronically in respect of the business to be transacted at the 34th Annual General Meeting (AGM) of the company scheduled to be held on 20th September, 2018 at 4.30 P.M. The Company has engaged Central Depository Services (India) Limited (CDSL) to provide e-voting facility.

The instructions for remote voting through electronic means are as under:

- 1) **The remote e-voting will be available from 16.09.2018 (9.00 am) to 19.09.2018 (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 of 13.09.2018, may cast their vote electronically.** The e-voting module shall be disabled by CDSL thereafter.
- 2) Log on to the e-voting website www.evotingindia.com
- 3) Click on "Shareholders" tab.
- 4) Now Enter your User ID
 - i) For CDSL: 16 digits beneficiary ID,
 - ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 5) Next enter the Image Verification as displayed and Click on Login.
- 6) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.

7) Now, fill up the following details in the appropriate boxes:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
<p>* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio number in the PAN field.</p> <p>* In case the folio number is less than 8 digits enter the applicable number of 0's (Zero) before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>	
DOB #	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

- # Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date viz., 13.09.2018 in the Dividend Bank details field.
- 8) After entering these details appropriately, click on "SUBMIT" tab.
 - 9) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.
 - 10) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - 11) Click on Electronic Voting Sequence Number (EVSN) relevant for "BANNARI AMMAN SUGARS LIMITED on which you choose to vote.
 - 12) 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.
 - 13) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
 - 14) 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.
 - 15) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - 16) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.



- 17) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 18) Note for Non-Individual Shareholders and Custodian
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create a compliance user 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- 19) In case of members receiving the physical copy, please follow all steps from sl. no. (1) to (18) above to cast vote.
- 20) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.
- 21) 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.
- 22) The Scrutinizer shall immediately after the conclusion of AGM unblock the votes casted through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report forthwith to the Chairman of the Company.
- 23) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.banari.com and on the website of CDSL 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.

SEBI has decided to amend Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, which deals with transfer, transmission and transposition of securities. According to this amendment, any requests for effecting the **transfer of listed securities shall not be processed unless the securities are held in dematerialised form** with the Depository with effect from the date to be notified by SEBI. Therefore, the members are advised to dematerialise the shares held by them in physical form.

ANNEXURE TO NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4

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, 2019 and fixed his remuneration at Rs.2,00,000/- plus applicable taxes and 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 shareholders of the company.

Accordingly, consent of the members is sought for by passing an ordinary resolution as set out at Item No.4 of the notice.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed ordinary resolution.

Item Nos. 5 & 6

SEBI vide its notification dated 9th May, 2018 has amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Under Regulation 17(1A) of the amended regulations, no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution to that effect, has been passed. The said amendment shall come in to force with effect from 1.4.2019.

Sri A K Perumalsamy and Sri T Gundan were appointed as Independent Directors (non-executive) for a term of 5 consecutive years at the 30th Annual General Meeting of the company held on 15th September, 2014. Their current tenure expires on 14th September 2019.

Sri A K Perumalsamy who at present aged 78 years is a prominent agriculturist and has rich knowledge in sugarcane planting. His suggestions and views are very much essential to the company for handling grievances of sugarcane growers who are supplying sugarcane to the factories.

Sri T Gundan who at present aged 77 years is familiar in plantation activities and he has rich knowledge and experience in the management of plantation companies. He is very conversant with the company's business. His views and guidance are very useful for the company.

Based on the recommendations of Nomination and Remuneration Committee of Directors and considering the services rendered by Sri A K Perumalsamy and Sri T Gundan, the Board of Directors of your company has recommended the special resolutions as set out in item Nos.5 & 6 for the approval of shareholders.

Except the above Directors, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed special resolutions.

Coimbatore
25.05.2018

By order of the Board
C PALANISWAMY
Company Secretary

In terms of Regulation 36(3) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 read with secretarial standard on General Meeting a brief profile of the director who retire by the rotation and proposed to be re-appointed is given below :

Sri B SARAVANAN

Sri B Saravanan (DIN 00002927) aged 45 years is the Managing Director of the company. He is in-charge of the entire operations of the company. He has more than 18 years experience in sugar industry.

He is also the Managing Director of Shiva Distilleries

Private Ltd and Director of Kerala Alcoholic Products Private Ltd and SVB Holdings Private Ltd.

He is a member of the Risk Management Committee of Bannari Amman Sugars Limited.

He holds 175758 equity shares in the company and he is related to Sri S V Balasubramaniam Chairman of the company.