



BANNARI AMMAN SUGARS LIMITED

Regd. Office : 1212, Trichy Road Coimbatore - 641 018 Tamilnadu India
Phone : 91 - 422 - 2204100 Fax : 91 - 422 - 2309999 (Sales) 2204233 (Accounts)
E-Mail : bascbe@bannari.com Website : www.bannari.com CIN : L15421TZ1983PLC001358

SEC/Mail/2016

17.9.2016

National Stock Exchange of India Ltd Exchange Plaza C-1, Block G Bundera-Kurla Complex, Bandra (E) Mumbai 400051	Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001
NSE CODE : BANARISUG ISIN No. : INE459A01010	BSE CODE : 500041 ISIN No. : INE459A01010

Dear Sirs,

**Sub: Scheme of Amalgamation (Merger) of M/s Madras Sugars Limited with
M/s Bannari Amman Sugars Limited – Results of Postal Ballot / E-voting**

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We wish to inform you that in accordance with the directions of the Hon'ble High Court of Judicature at Madras in Company Application No.635 of 2016, approval of the equity shareholders was sought for the Scheme of Amalgamation of M/s Madras Sugars Limited with M/s Bannari Amman Sugars Limited through Postal Ballot/E-Voting pursuant to Section 391 and other applicable provisions of the Companies Act, 1956 / the Companies Act, 2013 and in terms of Circular Nos.CIR/CFD/DIL/5/2013 dated 4th February, 2013, No.CIR/CFD/DIL/8/2013 dated 21st May, 2013 and CIR/CFD/CMD/16/2015 dated 30th November, 2015 issued by the Securities Exchange Board of India (SEBI).

The voting process through Postal Ballot/E-Voting was completed on 16th September, 2016 at 5.00 P.M. and Mr C Thirumurthy, Practicing Company Secretary who was appointed as the Chairperson/Scrutinizer for conducting the Postal Ballot/E-Voting has furnished his report today and declared that:

- more than three-fourth in total number of votes polled are casted in favour of the Special resolutions/scheme of amalgamation (merger) of M/s Madras Sugars Limited with M/s Bannari Amman Sugars Limited;*
- the votes casted by the public shareholders in favour of the Special Resolutions/scheme of amalgamation (merger) of M/s Madras Sugars Limited with M/s Bannari Amman Sugars Limited are more than the number of votes casted against it.*



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Therefore, the Special Resolutions/Scheme of Amalgamation (merger) of M/s Madras Sugars Limited with Bannari Amman Sugars Limited are deemed to have been approved by the equity shareholders of the company in terms of the provisions of Section 391 and other applicable provisions of the Companies Act, 1956 and applicable provisions of the Companies Act, 2013 and in terms of the Circular No.CIR/CFD/CMD/16/2015 dated 30th November, 2015 issued by the Securities Exchange Board of India (SEBI).

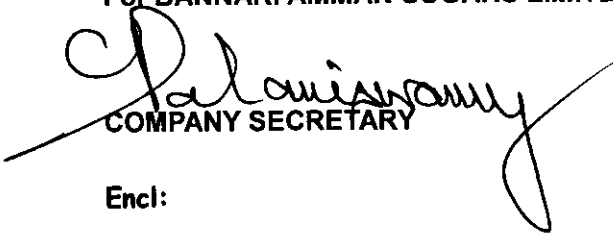
The aforesaid result was declared at the Registered Office of the Company at 1212, Trichy Road, Coimbatore 641 018 by Mr C Thirumurthy, Practicing Company Secretary today at 4.30 P.M. and immediately posted on the website of the company www.bannari.com

The results of voting as per the format prescribed under Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 is enclosed along with the Report dated 17th September, 2016 issued by the Chairperson/Scrutinizer Mr C Thirumurthy, Practicing Company Secretary, M/s C Thirumurthy & Associates, Company Secretaries, Coimbatore.

Kindly take it on your record.

Thanking you

Yours faithfully
For BANNARI AMMAN SUGARS LIMITED


COMPANY SECRETARY

Encl:



BANNARI AMMAN SUGARS LIMITED

Regd. Office : 1212, Trichy Road Coimbatore - 641 018 Tamilnadu India
 Phone : 91 - 422 - 2204100 Fax : 91 - 422 - 2309999 (Sales) 2204233 (Accounts)
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DECLARATION OF RESULTS OF POSTAL BALLOT / E-VOTING

Date of Court convened Meeting	Not Applicable
Total No. of shareholders as on record date(10 th August, 2016)	7353
No. of shareholders present in the meeting either in person or through proxy	Not Applicable
No. of shareholders attended the meeting through Video Conferencing	Not Applicable

Resolutions required : Special	Approval to the Scheme of Amalgamation (Merger) of M/s.Madras Sugars Limited with Bannari Amman Sugars Limited
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Whether promoter/promoter group are interested in the agenda/resolutions?	Yes
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Category	Mode of Voting	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)]*100	4	5	6 = [(4)/ (2)]*100	7 [[5]/ (2)]* 100	
Promoter and Promoter Group	E-Voting	6260276	0	0	0	0	0	0	
	Poll		<-----Not Applicable----->						
	Postal Ballot		6260276	100	6260276	0	100.00	0.00	
	Total	6260276	6260276	100.00	6260276	0	100.00	0.00	
Public - Institutions	E-Voting	21439	18425	85.94	18425	0	100.00	0.00	
	Poll		<-----Not Applicable----->						
	Postal Ballot		0	0	0	0	0.00	0.00	
	Total	21439	18425	85.94	18425	0	100.00	0.00	
Public - Non-Institutions	E-Voting	5157985	1841	0.04	1841	0	100.00	0.00	
	Poll		<-----Not Applicable----->						
	Postal Ballot		3810339	73.87	3810078	261	99.99	0.01	
	Total	5157985	3812180	73.91	3811919	261	99.99	0.01	
	Grand Total	11439700	10090881	88.21	10090620	261	100.00	Negligible	



For BANNARI AMMAN SUGARS LTD

(Signature)
 (C. PALANISWAMY)
 COMPANY SECRETARY
 ACS No : 12580

C THIRUMURTHY AND ASSOCIATES

Company Secretaries *

C Thirumurrthy B Com BL FCS

69-1 LML Colony Ammankulam Road Pappanaickenpalayam Coimbatore - 641037

Phone : 0422-4214979 Mobile : 90477 82200 E-mail : mycsoffice@gmail.com

REPORT OF THE CHAIRPERSON/SCRUTINIZER

17.9.2016

To

M/s Bannari Amman Sugars Limited
1212 Trichy Road
Coimbatore - 641 018

Dear Sirs,

Sub: Scheme of Amalgamation (Merger) of M/s Madras Sugars Limited with M/s Bannari Amman Sugars Limited - Postal Ballot/E-Voting in terms of Order dated 28th July, 2016 in C.A.No.635 of 2016 of the Hon'ble High Court of Judicature at Madras - Chairperson/Scrutiniser's Report.

1. The Hon'ble High Court of Judicature at Madras by its Order dated 28th July, 2016 in C.A.No.635 of 2016 has permitted M/s Bannari Amman Sugars Limited the Applicant / Transferee Company in the Scheme of Amalgamation of M/s Madras Sugars Limited with M/s Bannari Amman Sugars Limited to seek the approval of the equity shareholders for the scheme by way of postal ballot/e-voting in terms of Section 391(2) of the Companies Act 1956 and the Circular No.CIR/CFD/CMD/16/2015 dated 30.11.2015, issued by SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
2. The Hon'ble High Court of Judicature at Madras has appointed the undersigned as the Chairperson/Scrutinizer for the purpose of conducting the said postal ballot/e-voting.
3. In pursuance of the said Court order, notice of Postal Ballot/E-voting along with Proposed Resolution, Scheme of Amalgamation (Merger) of M/s Madras Sugars Limited with M/s Bannari Amman Sugars Limited, Statement under Section 393 of the Companies Act, 1956 and Section 102 of the Companies Act, 2013 Postal Ballot Form & Instructions to Postal Ballot / e-voting individually served upon the equity shareholders of M/s Bannari Amman Sugars Limited physically and also electronically (to those who have registered their e-mail id with the company). Despatch of notices and other statements as required under the Companies Act, 1956 and the Companies Act, 2013 and in terms of Circular Nos.CIR/CFD/DIL/5/2013 dated 4.2.2013, CIR/CFD/DIL/8/2013 dated 21.5.2013 and CIR/CFD/CMD/16/2015 dated 30.11.2015 was completed by 13th August, 2016.

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C. Thirumurthy
C. THIRUMURTHY, B.Com., B.L., FCS.,
PRACTISING COMPANY SECRETARY
FCS 3454 CP 5179.

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4. Advertisements regarding notice in respect of voting were separately published in the "New Indian Express" (English - All India Edition) and in the Tamil daily "Dinamani" (Tamil - Tamil Nadu Edition) on 14th day of August, 2016 as directed by the Hon'ble High Court of Judicature at Madras.
5. 10th August 2016 was fixed as cut-off date for the purpose of determining the shareholders entitled to vote and the number of votes that may be cast by the shareholders and September 16, 2016 was fixed as voting date.
6. The last date and voting time for receipt of physical postal forms was fixed on Friday the 16th September, 2016 at 5.00 P.M. E-voting commenced on Wednesday the 17th August, 2016 at 9.00 A.M. and ended on Friday the 16th September, 2016 at 5.00 P.M.
7. All physical postal ballot forms received upto 5.00 P.M. on Friday the 16th September, 2016 were opened by me and scrutinised. I have not received any postal ballot forms after that date and time till the announcement of this result.
8. After the e-voting period concluded, I unblocked the e-votes in the presence of two witnesses not in the employment of the company and generated e-voting report from the CDSL website.
9. I have recorded the contents of the physical postal ballot forms and the e-voting report furnished by CDSL, in a separate register maintained for this purpose. I have not considered the mutilated/defaced postal ballot forms. The postal ballot forms which are incomplete and otherwise found defective have been treated as invalid and kept separately.
10. I have verified the signatures of the shareholders with the specimen signatures available in the records of the company. I have also considered some of the postal ballot forms as valid in respect of which specimen signatures were not available with the Registrar and Share Transfer Agents.
11. I have not considered 3816 equity shares held in Bannari Amman Sugars Limited Unclaimed Suspense Account in which voting rights were frozen in terms of Regulation 39 read with Schedule VI of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, for determining the eligible votes of members.

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C. THIRUMURTHY, B.Com., B.L., FCS
PRACTISING COMPANY SECRETARY
 FCS 3454 CP 5179.

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12. I submit the summary of results of postal ballot/e-voting:

Mode of Voting	Category	No of Votes Polled	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Postal Ballot	Promoters	6260276	6270276	0	100.00	0.00
	Public	3810339	3810078	261	99.99	0.01
E-Voting	Promoters	0	0	0	0.00	0.00
	Public	20266	20266	0	100.00	0.00
Total		10090881	10090620	261	100.00	Negligible

13. I submit that:

- more than three-fourth in the total number of votes polled are casted in favour of the special resolutions/ the scheme of amalgamation (merger) of M/s Madras Sugars Limited with M/s Bannari Amman Sugars Limited;
- the votes casted by the public shareholders in favour of the Special Resolutions /the scheme of amalgamation (merger) of M/s Madras Sugars Limited with M/s Bannari Amman Sugars Limited are more than the number of votes casted against it.

Therefore, the Special Resolutions/the Scheme of Amalgamation (merger) of M/s Madras Sugars Limited with M/s Bannari Amman Sugars Limited are deemed to have been approved by the equity shareholders of the company in terms of the provisions of Section 391 and other applicable provisions of the Companies Act, 1956 and applicable provisions of the Companies Act, 2013 and in terms of Circular No.CIR/CFD/CMD/16/2015 dated 30th November, 2015 issued by the Securities Exchange Board of India (SEBI).

- The details of voting pattern as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are attached in the Annexure -I to this report.
- The Scheme of Amalgamation (Merger) of M/s Madras Sugars Limited with Bannari Amman Sugars Limited is subject to approval and confirmation of the Hon'ble High Court of Judicature at Madras.



V. Thirumurthy
C THIRUMURTHY
 CHAIRPERSON/SCRUTINIZER APPOINTED
 FOR CONDUCTING POSTAL BALLOT/E-VOTING

RESULTS OF POSTAL BALLOT / E-VOTING

Date of Court convened Meeting	Not Applicable
Total No. of shareholders as on record date(10 th August, 2016)	7353
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