

**Proceedings of the 59<sup>th</sup> Annual General Meeting of the Shareholders of Thiru Arooran Sugars Limited held at 10.30 A.M. on Tuesday, December 15,2015 at the Obul Reddy Hall, "Vani Mahal", 103, G.N.Chetty Road, T.Nagar, Chennai - 600 017**

**Directors Present**

1. Mr R V Tyagarajan, Chairman and Managing Director
2. Mr V Thirupathi, Director and Chairman of the Stakeholders Relationship Committee
3. Mrs Malathi Ram, Director

**In attendance**

Mr.R. R. Karthikeyan, Chief Financial Officer and Company Secretary

**Members present**

141 Shareholders in person

Shareholders represented by Proxy: Nil

**Chairman**

Mr. R V Tyagarajan, Chairman of the Board of Directors Company took the Chair.

After ascertaining that the requisite quorum was present, the Chairman called the Meeting to order. The Chairman welcomed the Members to the 59<sup>th</sup> Annual General Meeting of the Company. The Chairman then introduced the Directors and the Senior Executives of the Company present on the dais and announced that the Register of Directors' and Key Managerial Personnel and their shareholding were available for inspection by the Members during the Meeting.

The Chairman informed the Meeting that the Company has received letter dated December 12,2015 from Mr R Vijayaraghavan, Chairman of the Audit Committee, expressing his inability to be present at this Meeting due to unavoidable circumstances and nominating Mr V Thirupathi, Independent Director and Member of the Audit Committee, to act as the Chairman of the Audit Committee at this Meeting to answer queries of the Shareholders.



A handwritten signature in black ink, appearing to be "Rv".

With the permission of the Members, the Notice convening the Meeting was taken as read. The Report of the Statutory Auditors to the Shareholders was read by Mr. R R Karthikeyan, Chief Financial Officer and Company Secretary.

The Chairman read out his speech. The Chairman covered the sugar industry scenario, focussing on the mismatch between the sugarcane price and sugar price, relief measures announced by the Govt of India, performance of the Sugar Division and Distillery and that of the Subsidiary Company as well as prospects for 2015-16 in his address. Copy of the Chairman's Speech was distributed to the Members.

**Queries and Reply:**

The Chairman then invited queries from the Members on the accounts and furnished all the details and clarifications on the queries that were raised by the shareholders.

**E-voting and Poll:**

The Chairman informed the Members that pursuant to Section 108 of the Companies Act, 2013 and the listing requirement, the Company had offered remote e-voting facility to all the shareholders as on the cut-off date viz. December 9, 2015 to exercise their votes in respect of business listed in the Notice of the Annual General Meeting. The e-voting commenced at 9 A.M. on December 11, 2015 and closed at 5 P.M. on December 14, 2015. The Chairman further informed that M/s. Sridharan & Associates, Company Secretaries, Chennai have been appointed as Scrutinizer to conduct the e-voting process and the e-voting facility was provided by National Securities Depository Ltd. The Chairman informed that those members present at this meeting, who had not exercised their votes through e-voting, may do so through the ballot paper which would be made available to the Members. The Scrutinizer appointed by the Company conducted the poll. After ensuring that the Members who opted to avail this facility had cast their votes, the Scrutinizer closed the poll and took custody of the poll box.



*Ru*

The Chairman then announced that the results of the voting on the resolutions would be informed to the Stock Exchanges and also made available on the website of the Company within 2 days.

After a vote of thanks by a Shareholder of the Company, the Chairman declared the meeting closed.

The results of the voting as informed to the Stock Exchanges and the resolutions passed with the requisite majority are as under:

### Ordinary Business:

#### 1. Adoption of Financial Statements – Ordinary Resolution

##### (i) Votes in favour of the Resolution

Number of members voted in Remote e-voting	Number of votes cast (Shares) - Remote e-voting	Number of members/ proxies voted by poll	Number of votes cast (Shares) - Poll	Total number of votes cast through Remote e-voting and Poll	% of total number of valid votes cast
8	69,92,636	7	17,621	70,10,257	99.9996%

##### (ii) Votes against the Resolution

-	-	4	27	27	0.0004%
---	---	---	----	----	---------

##### (iii) Invalid votes

Nil	Nil	Nil	Nil	Nil
-----	-----	-----	-----	-----

#### RESOLVED that

- i) the Audited Financial Statements of the Company for the year ended March 31,2015 and the Reports of the Board of Directors and Auditors thereon and
- ii) the Audited Consolidated Financial Statements of the Company for the year ended March 31,2015 and the Report of the Auditors thereon

be and are hereby adopted.



*Ru*

**2. Reappointment of retiring Director - Ordinary Resolution**

## (i) Votes in favour of the Resolution

Number of members voted in e-voting	Number of votes cast (Shares) - e-voting	Number of members/ proxies voted by poll	Number of votes cast (Shares) - Poll	Total number of votes cast through e-voting and Poll	% of total number of valid votes cast
8	69,92,636	7	17,621	70,10,257	99.9996%

## (ii) Votes against the Resolution

-	-	4	27	27	0.0004%
---	---	---	----	----	---------

## (iii) Invalid votes

Nil	Nil	Nil	Nil	Nil
-----	-----	-----	-----	-----

**RESOLVED** that Mrs. Malathi Ram Tyagarajan (DIN 00938836), Director of the Company who retires in terms of Articles 83 and 84 of the Company's Articles of Association and being eligible for reappointment, be and is hereby reappointed as a Director of the Company.

**3. Ratification of appointment of Statutory Auditors - Ordinary Resolution**

## (i) Votes in favour of the Resolution

Number of members voted in e-voting	Number of votes cast (Shares) - e-voting	Number of members/ proxies voted by poll	Number of votes cast (Shares) - Poll	Total number of votes cast through e-voting and Poll	% of total number of valid votes cast
8	69,92,636	6	17,366	70,10,002	99.996%

## (ii) Votes against the Resolution

-	-	5	282	282	0.004%
---	---	---	-----	-----	--------

## (iii) Invalid votes

Nil	Nil	Nil	Nil	Nil
-----	-----	-----	-----	-----



*Ru*

**RESOLVED THAT** the appointment of M/s. S.N.S. Associates, Chartered Accountants, Chennai, having Firm Registration No.006297S allotted by the Institute of Chartered Accountants of India, as Statutory Auditors of the Company to hold office, from the conclusion of this Annual General Meeting (AGM) until the conclusion of the next AGM of the Company, for the second year in the first term of three years, as recommended by the Audit Committee and approved by the Board of Directors of the Company, pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, on such remuneration as the Board of Directors of the Company may determine, be and is hereby ratified.

**SPECIAL BUSINESS**

**4. Ratification of Remuneration of Cost Auditor of the Company - Ordinary Resolution**

(i) Votes in favour of the Resolution

Number of members voted in e-voting	Number of votes cast (Shares) - e-voting	Number of members/proxies voted by poll	Number of votes cast (Shares) - Poll	Total number of votes cast through e-voting and Poll	% of total number of valid votes cast
8	69,92,636	6	17,366	70,10,002	99.996%

(ii) Votes against the Resolution

-	-	5	282	282	0.004%
---	---	---	-----	-----	--------

(iii) Invalid votes

Nil	Nil	Nil	Nil	Nil
-----	-----	-----	-----	-----

**RESOLVED** that the Company do hereby confirm and ratify, in terms of Section 148 of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration approved by the



*Ru*

**THIRU AROORAN SUGARS LIMITED**

CONTINUATION SHEET NO.....

Board of Directors, on the recommendation of the Audit Committee for M/s. Vaasan & Co., Cost Accountants, to conduct the audit of the cost records of the Company for the Financial Year 2015-16 at Rs.60,000/- (Sixty Thousand only) exclusive of travel and out-of-pocket expenses incurred for the purpose of such audit.

January 04, 2016



A handwritten signature in black ink, appearing to read "R V Tyagarajan".

**R V TYAGARAJAN**  
**CHAIRMAN**