

Proceedings of the 61st Annual General Meeting of the Shareholders of Thiru Arooran Sugars Limited held at 10.45 A.M. on Saturday, September 30, 2017 at the Mini Hall, The Music Academy Madras, 168, T.T.K. Road, Royapettah, Chennai - 600 014

Directors Present

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

In attendance

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

Members present

Shareholders in person: 402

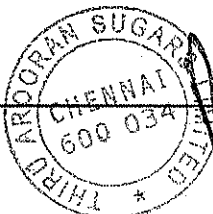
Shareholders represented by Proxy: 1

Chairman

Mr. R V Tyagarajan, Chairman of the Board of Directors of the 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 61st 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.

With the permission of the Members, the Notice convening the Meeting was taken as read.



The Chairman read out his speech. The Chairman covered the sugar industry scenario, focusing on uneconomic realization on sale of sugar and inadequate availability of sugarcane, relief measures announced by the Govt of India, performance of the Sugar Division and Distillery and that of the Subsidiary Company as well as the prospects for 2017-18 in his address. Copy of the Chairman's Speech was distributed to the Members present at the meeting.

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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015, the Company had offered remote e-voting facility to all the shareholders as on the cut-off date viz. September 23, 2017, to exercise their votes in respect of business listed in the Notice of the Annual General Meeting. The remote e-voting commenced at 9 A.M. on September 27, 2017 and closed at 5 P.M. on September 29, 2017. 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 remote 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 remote 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.

The following items of business, as per Notice dated August 14, 2017 were transacted at the meeting:

Ordinary Business:

1. Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon **(Ordinary Resolution)**
2. Appointment of a Director in the place of Mrs. Malathi Ram Tyagarajan (DIN:00938836), Director, who retires by rotation and being eligible for reappointment. **(Ordinary Resolution)**
3. Appointment of M/s. Guru & Ram, LLP, Chartered Accountants, Chennai as the Statutory Auditors of the Company for a term of five years to hold office from the conclusion of this Annual General Meeting until the conclusion of the 66th Annual General Meeting. **(Ordinary Resolution)**

Special Business:

4. Reappointment of Mr. R V Tyagarajan as the Managing Director of the Company for a period of five years from November 01, 2017. **(Ordinary Resolution)**
5. Reappointment of Mr. V Thirupathi as Independent Director of the Company, not liable to retire by rotation, to hold office for the second term of five years from the date of this Annual General Meeting (2017) till the date of the 66th Annual General Meeting (2022) of the Company (both dates inclusive). **(Special Resolution)**
6. Ratification of remuneration for the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2017-18. **(Ordinary Resolution)**
7. Approval for Mortgage of Immovable Assets of the Company as and by way of pari passu second charge in favour of ICICI Bank Limited / Trustee of the Lender, to secure the Credit



Facility of Rs.8.84 crores (Rupees Eight crores and eighty four lakhs only) sanctioned by them,

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.

September 30, 2017

for Thiru Arooran Sugars Limited



R R Karthikeyan
CFO and Company Secretary