



SIMBHAOLI SUGARS

Simbhaoli Sugars Limited

CIN-U15122UP2011PLC044210

(An FSSC 22000 : 2011, ISO 9001 : 2008
& 14001 : 2004 Certified Company)

Corporate Office :

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October 18, 2016

To,
Bombay Stock Exchange Ltd.
PhirozeJeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001

The National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex,
Mumbai-400051

Ref: Scrip Code: NSE: SIMBHALS BSE: 539742

Sub: Minutes of 5th Annual General Meeting of the Company

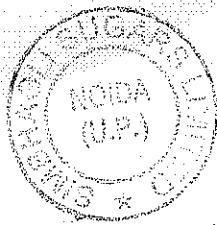
Dear Sir / Madam,

We are enclosing herewith the copy of the Minutes of the proceedings of the 5th Annual General Meeting of the Company held at 10.00 a.m. on Monday, 26th day of September, 2016 at the registered office of the Company at Officers' Club, sugar mill complex, Simbhaoli-245207, Distt. Hapur, Uttar Pradesh.

This is for your information and record.

Thanking you,
Yours faithfully,
For **Simbhaoli Sugars Limited**

Somya
for **Kamal Samtani**
(Company Secretary)



**M/s Simbhaoli Spirits Limited known as M/s Simbhaoli Sugars Limited in pursuance to Scheme of Amalgamation, as sanctioned by the Hon'ble High Court of Judicature at Allahabad*

Specialty Sugars

Potable Alcohol

Ethanol

Power

REG. OFFICE : SIMBHAOLI, DISTT. HAPUR, UTTAR PRADESH-245207

Simbhaoli Sugars Limited

MINUTES OF THE 5TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SIMBHAOLI SUGARS LIMITED (FORMERLY KNOWN AS SIMBHAOLI SPIRITS LIMITED) HELD ON MONDAY, SEPTEMBER 26, 2016, AT 10:00 A.M. AT REGISTERED OFFICE OF THE COMPANY AT SIMBHAOLI -245 207, DISTRICT HAPUR, UTTAR PRADESH

Members Present:

Mr. Kamal Samtani, Company Secretary of the Company submitted the attendance report of the members, present in the Meeting either in person or through proxy. He stated that necessary quorum is present as per the records of attendance, with 30 members present in person and 9 members through their valid proxies present at the Meeting. The quorum was present throughout the meeting.

Chairperson

Mr. Gurmit Singh Mann, Chairperson, occupied the Chair. He informed that Ms. Gursimran Kaur Mann, Mr. S K Ganguli, Mr. S C Kumar, Mr. C K Mahajan, Lt. Gen. D S Sidhu and Mr. Sangeet Shukla, the directors have expressed their inability to attend the annual general meeting.

Directors Present:

1. Mr. Gurmit Singh Mann
2. Mr. Gural Singh
3. Mr. Sanjay Tapriya
4. Mr. S. N. Misra
5. Mr. B. K. Goswami

Invitees:

1. Mr. Dinesh Kumar Nigam, representing M/s Mittal Gupta and Company, Chartered Accountants, Statutory Auditors of the Company
2. Mr. Amit Gupta, representing M/s Amit Gupta & Associates, Secretarial Auditors of the Company
3. Mr. D C Popli, Chief Financial Officer of the Company

Proceedings

The 5th Annual general Meeting (AGM) of the members of the Company was convened and held at 10:00 A.M. on Monday, 26th September, 2016 at the Registered Office of the Company at the Officers' Club, sugar mill complex, Simbhaoli-245 207, District Hapur, Uttar Pradesh.

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The Meeting was attended by Mr. Gurmit Singh Mann, Chairperson, Mr. B K Goswami, Chairman, Audit Committee and Nomination and Remuneration Committee, Mr. Gurpal Singh, Director, Mr. Sanjay Tapriya, Director, Mr. S N Misra, Chief Operating Officer of the Company.

Company Secretary requested the Chairperson to proceed with the business of the meeting as per Notice of the meeting dated August 22, 2016.

Chairperson delivered his speech highlighting that the challenges specific to the sugar business in India have increased significantly. Further, during the year, Hon'ble High Court of Judicature at Allahabad sanctioned the Scheme of Amalgamation. The details of the Scheme are available in the Annual Report and also at website of the Company. He welcomed all the members at the 5th Annual General Meeting of the Amalgamated "SIMBHAOLI SUGARS LIMITED".

He informed that the copies of annual report for the financial year ended on March 31, 2016 have been circulated and with the permission of members, the same was considered as read.

The Chairperson also informed that the Petition under Section 241 and 242 read with the provisions of the Companies Act, 2013 and National Company Law Tribunal (NCLT) rules has been filed before the Hon'ble Tribunal, Allahabad Bench in the matter of CP No. 77 (ND)/2016 titled Mr. Gurpal Singh Vs. M/s Simbhaoli Sugars Limited and Hon'ble NCLT has passed an order dated September 23, 2016.

The Hon'ble NCLT has directed that any resolution adopted on item no. 2 and 12 of the notice shall not be given effect to till further Orders by Hon'ble Tribunal Bench.

Mr. Gurpal Singh has informed that he has filed the petition on account of certain anomalies in the Company. The Chairperson informed the meeting that the matter is sub-judice before the Hon'ble Tribunal.

Company Secretary informed the members that in compliance with the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the E-Voting Facility was provided to the members of the Company from National Securities Depository Ltd., to

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cast their votes for resolutions transacted at the Annual General Meeting. The remote e-voting was open from 9:00 am on Thursday, September 22, 2016 upto 5:00 pm on Sunday, September 25, 2016. Ms. Suman Kapoor, a member present at the meeting and Ms. Harmeet Kaur, Company Secretarial Staff of the Company were authorised to assist the scrutinizer for the completion of the poll process and submission of the report to the Chairperson of the Company.

He further informed that the e-voting event number, User Id and password along with the detailed instructions for e-voting were provided in the notice of e-voting, sent along with the notice of Annual General Meeting. The Company had appointed Mr. Amit Gupta, (Practicing Company Secretary No. FCS-5478) as the Scrutinizer to scrutinize the e-voting and poll process in a fair and transparent manner.

The Chairperson invited the Members to raise questions, offer comments or seek clarifications on the Annual report and accounts or any of the items stated in Notice of the 5th AGM of the Company. Upon the members completing their submission, the Chairman furnished requisite clarifications to all the relevant queries raised by the members.

Thereafter, all the 18 (eighteen) resolutions required to be passed were proposed and seconded by the members. Thereafter, the Chairperson ordered a Poll to be taken at the AGM venue by way of physical ballot for those members who could not cast their vote through e-voting.

Thereafter, the Chairperson announced that the voting results shall be submitted to the Stock exchanges in the prescribed format and the said results along-with Scrutinizer's Consolidated Report shall also be placed on the Company's website at www.simbhaolisugars.com. He also stated that the voting results shall also be placed on the Notice Board of the Company at its Registered Office.

Ballot papers were distributed to the members/proxy present at the meeting. The following business items as per Notice of AGM were transacted and resolutions were put to vote through Ballot.

Thereafter, the physical ballot exercise was conducted in a fair and transparent manner. Mr. Amit Gupta, Scrutinizer then conducted the poll and after closing the poll process at around 10:30 hrs took the custody of the ballot boxes.

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The remote e voting results and Ballot boxes were unblocked on the NSDL E-voting platform before Ms. Suman Kapoor (LF No. - 0034070) and Mr. Dinesh Kumar Nigam.

The resolutions were put to the vote and their results of voting are as follows:

Ordinary businesses:**ITEM NO. 1**

To receive, consider and adopt (a) the audited financial statements of the Company comprising of the balance sheet as on March 31, 2016 and the statement of profit and loss along with cash flow statement for the financial year ended on March 31, 2016 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended on March 31, 2016 and the report of the Auditors thereon and, to consider and pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"Resolved that, the audited financial statements of the Company comprising of the balance sheet as on March 31, 2016 and the statement of profit and loss along with cash flow statement for the financial year ended on that date and the reports of the Board of Directors and Auditors thereon laid before the 5th Annual General Meeting of the members of the Company, be and are hereby received, considered and adopted."

"Resolved further that, the audited consolidated financial statements of the Company comprising of the balance sheet as on March 31, 2016 and the statement of profit and loss along with cash flow statement for the financial year ended on March 31, 2016 and the report of Auditors thereon laid before the 5th Annual General Meeting of the members of the Company, be and are hereby received, considered and adopted."

"Resolved further that, the Board of Directors of the Company be and are hereby authorized to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be deemed necessary, proper or expedient and for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

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Voting Results

Resolution (1)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				Adoption of the Financial Statements of the Company for the year 2015-16 and the Reports of the Board of Directors and Auditors thereon					
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	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting	18215790	5640850	30.9668	0	5640850	0.0000	100.0000	0
	Poll		12574940	69.0332	12574940	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	18215790	18215790	100.0000	12574940	5640850	69.0332	30.9668	0
Public-Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public- Non Institutions	E-Voting	5883150	5834555	32.0302	4387382	1447173	75.1965	24.8035	0
	Poll		48595	0.2668	48595	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	5883150	5883150	100.0000	4435977	1447173	75.4014	24.5986	0
Total		24098940	24098940	100.0000	17010917	7088023	70.5878	29.4122	0
Whether resolution is Pass or Not.							Yes		

The resolution was passed with requisite majority.

ITEM NO. 2*

To consider and approve the vacancy caused by the retirement of director not to be filled up and to consider, and if thought fit, to pass, with or without modification (s), the following resolution, as an Ordinary Resolution

"Resolved that, pursuant to the applicable provisions of the Companies Act, 2013, and the Rules made there under, including any statutory modification(s)

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or re-enactment(s) thereof for the time being in force, the vacancy caused by the retirement of Mr. Gurpal Singh (DIN - 00064807), who hereby retires by rotation, not be filled up, for the time being."

"Resolved further that, the Board of Directors of the Company be and are hereby authorized to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be deemed necessary, proper or expedient and for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

Resolution (2)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				Yes					
Description of resolution considered				Approval of the vacancy caused by the retirement of Mr. Gurpal Singh, director not to be filled up					
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	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100	(6)
Promoter and Promoter Group	E-Voting	18215790	5640850	30.9668	0	5640850	0.0000	100.0000	0
	Poll		12574940	69.0332	12574940	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	18215790	18215790	100.0000	12574940	5640850	69.0332	30.9668	0
Public-Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public- Non Institutions	E-Voting	5877879	5835901	32.0376	4386438	1449463	75.1630	24.8370	0
	Poll		41978	0.2304	38035	3943	90.6070	9.3930	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0

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	Total	5877879	5877879	100.0000	4424473	1453406	75.2733	24.7267	0
	Total	24093669	24093669	100.0000	16999413	7094256	70.5555	29.4445	0
Whether resolution is Pass or Not.							Yes		

**The Petition under Section 241 and 242 read with the provisions of the Companies Act, 2013 and National Company Law Tribunal (NCLT) rules as filed before the Hon'ble Tribunal, Allahabad Bench in the matter of CP No. 77 (ND)/2016 titled Mr. Gurpal Singh Vs.-M/s Simbhaoli Sugars Limited along with the Order dated 23.09.2016 passed by Hon'ble NCLT. The NCLT has directed that any resolution adopted on item no. 2 of the notice shall not be given effect to till further Orders by this Bench.*

The resolution was passed with requisite majority.

ITEM NO. 3

To consider and approve the ratification of the appointment of the Statutory Auditors and fix their remuneration and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"Resolved that, pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the appointment of M/s Mittal Gupta and Company, Chartered Accountants (Registration No. 01874C), who have confirmed their eligibility, in terms of the provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby ratified as Statutory Auditors of the Company for the Company's financial year, 2016-17, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the members of the Company on such remuneration as may be fixed by the Board of Directors of the Company."

"Resolved further that, the Board of Directors of the Company be and are hereby authorized to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be deemed necessary, proper or expedient and for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

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Resolution (3)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				Ratification of the appointment of M/s Mittal Gupta and Company, Chartered Accountants as statutory auditors of the Company and fix their remuneration					
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	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting	18215790	5640850	30.9668	0	5640850	0.0000	100.0000	0
	Poll		12574940	69.0332	12574940	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	18215790	18215790	100.0000	12574940	5640850	69.0332	30.9668	0
Public-Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public-Non Institutions	E-Voting	5883150	5834555	32.0302	4390815	1443740	75.2554	24.7446	0
	Poll		48595	0.2668	48595	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	5883150	5883150	100.0000	4439410	1443740	75.4597	24.5403	0
	Total	24098940	24098940	100.0000	17014350	7084590	70.6021	29.3979	0
Whether resolution is Pass or Not.							Yes		

The resolution was passed with requisite majority.

Special Business:

ITEM NO. 4

To consider and approve the appointment of Mr. Sanjay Tapriya as a Director and to consider, and if thought fit, to pass, with or without modification (s), the following resolution, as an Ordinary Resolution:

"Resolved that, pursuant to the provisions of Section 160 of the Companies Act, 2013 and the Rules made there under read with the Articles of Association of the Company, Mr. Sanjay Tapriya (DIN 00064703), who was appointed under Section 161(1) as an Additional Director of the Company with effect from November 09, 2015 and who hold office until the date of the 5th Annual General

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Meeting, and in respect of whom a notice under Section 160, in writing has been received from a member, signifying his intention to propose him as a candidate for the office of director, be and is hereby appointed as a director on the Board of the Company, whose period of office is liable to retire by rotation."

"Resolved further that, the Board of Directors of the Company be and are hereby authorized to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be necessary, proper or expedient and for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

Resolution (4)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				Appointment of Mr. Sanjay Tapriya as a Director					
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	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting	18215790	5640850	30.9668	0	5640850	0.0000	100.0000	0
	Poll		12574940	69.0332	12574940	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total		18215790	100.0000	12574940	5640850	69.0332	30.9668	0
Public-Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public-Non Institutions	E-Voting	5883150	5834555	32.0302	4389505	1445050	75.2329	24.7671	0
	Poll		48595	0.2668	48595	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total		5883150	100.0000	4438100	1445050	75.4375	24.5625	0
Total	Total	24098940	24098940	100.0000	17013040	7085900	70.5966	29.4034	0

Whether resolution is Pass or Not.	Yes	
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The resolution was passed with requisite majority.

ITEM NO. 5

To consider and approve the appointment of Mr. S N Misra as the Chief Operating Officer and to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"Resolved that, pursuant to the provisions of Section 160 of the Companies Act, 2013 and the Rules made there under read with the Articles of Association of the Company, Mr. Sachchida Nand Misra (DIN-06714324), who was appointed under Section 161(1) as an Additional Director of the Company with effect from November 09, 2015 and who hold office until the date of the 5th Annual General Meeting, and in respect of whom a notice under Section 160, in writing has been received from a member, signifying his intention to propose him as a candidate for the office of director, be and is hereby appointed as a whole time director on the Board of the Company, whose period of office is liable to retire by rotation."

"Resolved further that, pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, the consent of the members of the Company be and is hereby accorded to the appointment of Mr. S N Misra as the Chief Operating Officer and Whole Time Director of the Company effective from November 9, 2015 upto the un-expired period of appointment in Erstwhile Simbhaoli Sugars Limited(ESSL) i.e. till October 7, 2018, on the terms and conditions as set out in the earlier resolution passed by the members of ESSL in their meeting held on December 23, 2014, as provided in the explanatory statement, subject to the restrictions, if any, contained under the applicable provisions of the Act or otherwise as may be applicable in law as follows:

- a) **Designation:** Chief Operating Officer
- b) **Period:** From November 9, 2015 to October 7, 2018
- c) **Basic Salary:** ₹ 163,328 per month, with such increments as may be decided by the Board of Directors of the Company from time to time.
- d) **Other emoluments,** benefits and the perquisites as per service rules of the Company, as approved by the Board of Directors of the Company from time to time.

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"Resolved further that, the Board of Directors of the Company be and are hereby authorized to alter and/or vary the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Mr. Misra in accordance with the provisions of the Act and rules made there including any statutory modification(s) or re-enactment thereof, for the time being in force and to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be necessary, proper or expedient and for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

Resolution (5)									
Resolution required: (Ordinary / Special)				Special					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				Appointment of Mr. S N Misra as the Whole Time Director					
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	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting	18215790	5640850	30.9668	0	5640850	0.0000	100.0000	0
	Poll		12574940	69.0332	12574940	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	18215790	18215790	100.0000	12574940	5640850	69.0332	30.9668	0
Public-Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public-Non Institutions	E-Voting	5993125	5834530	32.0301	4390190	1444340	75.2450	24.7550	0
	Poll		48595	0.2668	48595	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	5993125	5883125	98.1646	4438785	1444340	75.4494	24.5506	0
	Total	24208915	24098915	99.5456	17013725	7085190	70.5995	29.4005	0
Whether resolution is Pass or Not.							No		

The resolution was not passed with requisite majority.

ITEM NO. 6

To consider and approve the appointment of Mr. B K Goswami as an Independent Director and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

"Resolved that, pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Basant Kumar Goswami (DIN- 00003782), Director of the Company, in respect of whom a notice in writing has been received from a member, signifying his intention to propose him as a candidate for the office of director, be and is hereby appointed as an Independent Director on the Board of the Company to hold office for a period of 5 (five) consecutive years w.e.f. November 9, 2015 upto November 8, 2020."

"Resolved further that, the Board of Directors of the Company be and are hereby authorized to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be necessary, proper or expedient for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

Resolution (6)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				Appointment of Mr. B K Goswami as an Independent Director					
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	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting	18215790	5640850	30.9668	5640850	0	100.0000	0.0000	0
	Poll		12574940	69.0332	12574940	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								

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	Total	18215790	18215790	100.0000	18215790	0	100.0000	0.0000	0
Public-Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public-Non Institutions	E-Voting		5834304	32.0288	5833310	994	99.9830	0.0170	0
	Poll	5882899	48595	0.2668	48595	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	5882899	5882899	100.0000	5881905	994	99.9831	0.0169	0
	Total	24098689	24098689	100.0000	24097695	994	99.9959	0.0041	0
Whether resolution is Pass or Not.							Yes		

The resolution was passed with requisite majority.

ITEM NO. 7

To consider and approve the appointment of Mr. S C Kumar as an Independent Director and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

"Resolved that, pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Samir Chandra Kumar (DIN- 00064453), Director of the Company, in respect of whom a notice in writing has been received from a member, signifying his intention to propose him as a candidate for the office of director, be and is hereby appointed as an Independent Director on the Board of the Company to hold office for a period of 5 (five) consecutive years w.e.f. November 9, 2015 upto November 8, 2020."

"Resolved further that, the Board of Directors of the Company be and are hereby authorized to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be necessary, proper or expedient for matters concerned therewith or incidental thereto, for the purpose of giving effect to this resolution."

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Resolution (7)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				Appointment of Mr. S C Kumar as an Independent Director					
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	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting		5640850	30.9668	5640850	0	100.0000	0.0000	0
	Poll	18215790	12574940	69.0332	12574940	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	18215790	18215790	100.0000	18215790	0	100.0000	0.0000	0
Public-Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public- Non Institutions	E-Voting		5834555	32.0302	5833561	994	99.9830	0.0170	0
	Poll	5883150	48595	0.2668	48595	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	5883150	5883150	100.0000	5882156	994	99.9831	0.0169	0
	Total	24098940	24098940	100.0000	24097946	994	99.9959	0.0041	0
Whether resolution is Pass or Not.							Yes		

The resolution was passed with requisite majority.

ITEM NO. 8

To consider and approve the appointment of Mr. S K Ganguli as an Independent Director and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

"Resolved that, pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Samir Kumar Ganguli (DIN- 00058198), Director of the

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Company, in respect of whom a notice in writing has been received from a member, signifying his intention to propose him as a candidate for the office of director, be and is hereby appointed as an Independent Director on the Board of the Company to hold office for a period of 5 (five) consecutive years w.e.f. November 9, 2015 upto November 8, 2020."

"Resolved further that, the Board of Directors of the Company be and are hereby authorized to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be necessary, proper or expedient for matters concerned therewith or incidental thereto, for the purpose of giving effect to this resolution."

Resolution (8)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				Appointment of Mr. S K Ganguli as an Independent Director					
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	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting	18215790	5640850	30.9668	5640850	0	100.0000	0.0000	0
	Poll		12574940	69.0332	12574940	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	18215790	18215790	100.0000	18215790	0	100.0000	0.0000	0
Public-Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public-Non Institutions	E-Voting	5993150	5834555	32.0302	5833561	994	99.9830	0.0170	0
	Poll		48595	0.2668	48595	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	5993150	5883150	98.1646	5882156	994	99.9831	0.0169	0
	Total	24208940	24098940	99.5456	24097946	994	99.9959	0.0041	0
Whether resolution is Pass or Not.							Yes		

The resolution was passed with requisite majority.

ITEM NO. 9

To consider and approve the appointment of Justice (Retd) C K Mahajan as an Independent Director and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

"Resolved that, pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof for the time being in force, Justice (Retd) Chander Krishan Mahajan (DIN- 00039060), Director of the Company, in respect of whom a notice in writing has been received from a member, signifying his intention to propose him as a candidate for the office of director, be and is hereby appointed as an Independent Director on the Board of the Company to hold office for a period of 5 (five) consecutive years w.e.f. November 9, 2015 upto November 8, 2020."

"Resolved further that, the Board of Directors of the Company be and are hereby authorized to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be necessary, proper or expedient for matters concerned therewith or incidental thereto, for the purpose of giving effect to this resolution."

Resolution (9)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				Appointment of Justice (Retd) C K Mahajan as an Independent Director					
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	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting	18215790	5640850	30.9668	5640850	0	100.0000	0.0000	0
	Poll		12574940	69.0332	12574940	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	18215790	18215790	100.0000	18215790	0	100.0000	0.0000	0

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Public-Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public-Non Institutions	E-Voting	5883150	5834555	32.0302	5834161	394	99.9932	0.0068	0
	Poll	5883150	48595	0.2668	48595	0	100.0000	0.0000	0
	Postal Ballot (if applicable)	5883150							
	Total	5883150	5883150	100.0000	5882756	394	99.9933	0.0067	0
	Total	24098940	24098940	100.0000	24098546	394	99.9984	0.0016	0
Whether resolution is Pass or Not.							Yes.		

The resolution was passed with requisite majority.

ITEM NO. 10

To consider and approve the appointment of Lt Gen D S Sidhu as an Independent Director and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

"Resolved that, pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof for the time being in force, Lt. Gen. Dalbir Singh Sidhu, PVSM, AVSM, VSM (Retd) (DIN-07358619), Director of the Company, in respect of whom a notice in writing has been received from a member, signifying his intention to propose him as a candidate for the office of director, be and is hereby appointed as an Independent Director on the Board of the Company to hold office for a period of 5 (five) consecutive years w.e.f. December 3, 2015 upto December 2, 2020."

"Resolved further that, the Board of Directors of the Company be and are hereby authorized to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be necessary, proper or expedient for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

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Resolution (10)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				Appointment of Lt Gen D S Sidhu as an Independent Director					
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	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-Voting	18215790	5640850	30.9668	5640850	0	100.0000	0.0000	0
	Poll		12574940	69.0332	12574940	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	18215790	18215790	100.0000	18215790	0	100.0000	0.0000	0
Public-Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public- Non Institutions	E-Voting	5883150	5834555	32.0302	5833611	944	99.9838	0.0162	0
	Poll		48595	0.2668	48595	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	5883150	5883150	100.0000	5882206	944	99.9840	0.0160	0
	Total	24098940	24098940	100.0000	24097996	944	99.9961	0.0039	0
Whether resolution is Pass or Not.							Yes		

The resolution was passed with requisite majority.

ITEM NO. 11

To consider and approve the funds raising options upto a limit of ₹ 100 crore from the securities market by way of issue of further shares and to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution

"Resolved that, in accordance with the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the provisions of the Memorandum and Articles of Association of the Company, the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, each amended from time to time and

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the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India ('GOI'), the Reserve Bank of India ('RBI'), the Securities and Exchange Board of India ('SEBI') including but not limited to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('SEBI ICDR Regulations') and any other guidelines and clarifications issued by any other competent authority, to the extent applicable including the Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed ('Stock Exchanges') and subject to the permissions, consents, sanctions and approvals by any authority or institution, including but not limited to the bankers of the Company, as may be necessary, and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranches, equity shares of face value of ₹ 10 each in the share capital of the Company, to the existing holders of equity shares, as on the record date and in the ratio to be determined by the Board, or their renouncee(s), including resident and foreign Shareholders, Institutions, Non-resident Indians, Corporate Bodies, Trust, Societies, Mutual Funds, Banks, Insurance Companies, Pension Funds, Foreign Portfolio Investors and Individuals (collectively, the 'Investors') on such terms and conditions and in such manner as may be mentioned in the Letter of Offer to be issued by the Company for this purpose; at such time or times and at such price or prices, including at a premium/discount to the market price or prices, considering the prevalent market conditions at that time, that the Board may, in its absolute discretion, decide; provided that the aggregate value of such equity shares of the Company including premium will not exceed ₹ 100 crore (Rupees one hundred crore only) ('Rights Issue') and that the holders of equity shares (excluding renouncee(s)) to whom the equity shares are being offered under the Rights Issue shall only be entitled to apply for additional equity shares and allotment of additional equity shares shall be made in such proportion as may be decided by the Board in its sole and absolute discretion as it may deem fit."

"Resolved further that, all the new equity shares to be issued and allotted in the manner aforesaid shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* in all respects with the then existing equity shares of the Company."

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"Resolved further that, the Board be and is hereby authorised to allot the equity shares on the basis of the applications received as a result of this offer, from the existing equity shareholders and/ or renounce(s) and to dispose off equity shares that remain unsubscribed, if any, in such manner not disadvantageous to the Company and/or the shareholders, creditors and other securities holders of the Company."

"Resolved further that, for the purpose of giving effect to the above resolution including any offer, issue or allotment of equity shares, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of equity shares and proportion thereof, timing for issuance of such equity shares, issue price, premium on face value, if any, and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting and/or standby, marketing, listing, trading and to take the legal advice as well as executing other arrangements to take services from the intermediaries as depository, custodian, registrar and other activities or functions, and any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to Letter of Offer and/or offering circular and/or offer document and/or documents and agreements including filing of registration statements, and other documents (in draft or final form) with SEBI, stock exchanges and any other statutory/regulatory authorities and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of equity shares, including allotment of equity shares that are not subscribed and take all steps, which are incidental and ancillary in this connection, in relation to utilization of the issue proceeds and disclosure thereof in accordance with applicable regulations/notifications/guidelines for the time being in force, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members of the Company and any such actions taken by the Board, for this purpose, in the best interest of the shareholders and the creditors, are hereby ratified and shall be binding on the Company."

Resolution (11)	
Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No

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Description of resolution considered				Approval of the funds raising options upto a limit of Rs. 100 crore from the securities market by way of issue of further shares					
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	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-Voting	18215790	5640850	30.9668	0	5640850	0.0000	100.0000	0
	Poll		12574940	69.0332	12574940	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	18215790	18215790	100.0000	12574940	5640850	69.0332	30.9668	0
Public-Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public-Non Institutions	E-Voting	5883150	5834555	32.0302	4390907	1443648	75.2569	24.7431	0
	Poll		48595	0.2668	48595	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	5883150	5883150	100.0000	4439502	1443648	75.4613	24.5387	0
	Total	24098940	24098940	100.0000	17014442	7084498	70.6024	29.3976	0
Whether resolution is Pass or Not.							Yes		

The resolution was passed with requisite majority.

ITEM NO. 12*

To consider and approve the conversion of loan into share capital under the provisions of 62(3) of the Companies Act, 2013 and to consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution

"Resolved that, pursuant to the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the provisions in the Memorandum and Articles of Association of the Company, the Foreign Exchange Management Act, 1999, each amended from time to time and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India ('GOI'), the Reserve Bank of India ('RBI'), the Securities and Exchange Board of India ('SEBI')

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including but not limited to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('SEBI ICDR Regulations') and any other guidelines and clarifications issued by any other competent authority, to the extent applicable including the Listing Agreements entered into by the Company with the Stock Exchanges, where the equity shares of the Company are listed ('Stock Exchanges') and subject to the permissions, consents, sanctions and approvals by any authority or institution, including but not limited to the bankers of the Company, as may be necessary, and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board in its absolute discretion, which may be agreed by the Company, the consent of the members of the Company be and is hereby accorded that only in the event of a default by the Company as defined in the lending covenants in respect of the financial assistance provided by the banks under corporate debt restructuring package as approved by the Corporate Debt Restructuring (CDR) Empowered Group under the CDR framework of the Reserve Bank of India; the lenders at their option exercisable in the manner as described under the said covenants, be and are hereby able to convert the outstanding facilities, in one or more tranches, into the shares in the share capital of the Company upon such terms and conditions as may be deemed appropriate by the Bank(s) and the Company at mutually accepted share pricing formula as applicable to the Company under the provisions of law."

"Resolved further that, on receipt of the notice of conversion, the Board be and is hereby authorised to discuss, negotiate, agree, issue and allot the requisite number of fully paid-up shares in the share capital of the Company and all the new shares to be issued and allotted in the manner aforesaid shall be subject to the Memorandum of Association and Articles of Association of the Company and the equity shares, if so allotted to the Bank(s), pursuant to its exercising the right of conversion shall rank pari- passu in all respects with the then existing equity shares of the Company."

"Resolved further that, the Board of Directors of the Company be and are hereby authorized to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be necessary and sign and execute all

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documents or writings as may be necessary, proper or expedient and for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

Resolution (12)									
Resolution required: (Ordinary / Special)				Special					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				Approval of conversion of loan into share capital under the provisions of 62(3) of the Companies Act, 2013					
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	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100	(6)
Promoter and Promoter Group	E-Voting	18215790	5640850	30.9668	0	5640850	0.0000	100.0000	0
	Poll		12574940	69.0332	12574940	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	18215790	18215790	100.0000	12574940	5640850	69.0332	30.9668	0
Public-Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public- Non Institutions	E-Voting	5877879	5835901	32.0376	4389882	1446019	75.2220	24.7780	0
	Poll		41978	0.2304	41978	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	5877879	5877879	100.0000	4431860	1446019	75.3990	24.6010	0
	Total	24093669	24093669	100.0000	17006800	7086869	70.5862	29.4138	0
Whether resolution is Pass or Not.								No	

*The Petition under Section 241 and 242 read with the provisions of the Companies Act, 2013 and National Company Law Tribunal (NCLT) rules as filed before the Hon'ble Tribunal, Allahabad Bench in the matter of CP No. 77 (ND)/2016 titled Mr. Gurpal Singh Vs. M/s Simbhaoli Sugars Limited along with the Order dated 23.09.2016 passed by Hon'ble NCLT. The NCLT has directed that any resolution adopted on item no. 12 of the notice shall not be given effect to till further Orders by this Bench.

The resolution was not passed with requisite majority.

ITEM NO. 13

To consider and approve the mortgage and/or charge upto an amount of ₹ 1600 crore under the provisions of Section 180(1)(a) of the Companies Act, 2013 and to consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution

"Resolved that, pursuant to the provisions of Section 180(1)(a) 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), and the terms and conditions as approved by the Corporate Debt Restructuring (CDR) Empowered Group under the CDR framework of the Reserve Bank of India, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board in its absolute discretion, to mortgage and/or charge all or any part of assets or immovable properties of the Company, wherever situated, both present and future, and/or whole or part of the undertaking(s) of the Company of every nature and kind whatsoever together with power to take over the management of the business and concern of the Company in certain events, to or in favour of Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount(s) borrowed or to be borrowed by the Company from time to time for due repayment of the principal together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings upto an amount of ₹ 1600 crore as described in the explanatory statement."

"Resolved further that, the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do, perform and execute all such acts, deeds and things and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution."

Resolution (13)	
Resolution required: (Ordinary / Special)	Special

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Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				Approval of mortgage and/or charge upto an amount of Rs. 1600 crore under the provisions of Section 180(1)(a) of the Companies Act, 2013					
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	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-Voting	18215790	5640850	30.9668	0	5640850	0.0000	100.0000	0
	Poll		12574940	69.0332	12574940	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	18215790	18215790	100.0000	12574940	5640850	69.0332	30.9668	0
Public-Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public- Non Institutions	E-Voting	5883125	5834530	32.0301	4390790	1443740	75.2552	24.7448	0
	Poll		48595	0.2668	48595	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	5883125	5883125	100.0000	4439385	1443740	75.4596	24.5404	0
Total		24098915	24098915	100.0000	17014325	7084590	70.6020	29.3980	0
Whether resolution is Pass or Not.							No		

The resolution was not passed with requisite majority.

ITEM NO. 14

To consider and approve the borrowing powers upto ₹ 1600 crore under the provisions of Section 180(1)(c) of the Companies Act, 2013 and to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution

"Resolved that, in supersession to the earlier resolutions passed by the members of the Company in this regard, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, and subject to such other provisions as may be

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applicable from time to time, the consent of the members of the Company, be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee, which the Board may constitute to exercise its powers including the powers conferred by this resolution) to borrow money, from time to time at its discretion from any banks, financial institutions or any other lending institution/person(s), on such terms and conditions, as may be considered appropriate by the Board for the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, may exceed the aggregate of the paid-up share capital of the Company and its free reserves i.e., reserves not set apart for any specific purpose, from time to time; provided that the total amount up to which monies may be borrowed by the Company shall not exceed ₹ 1600 crore (Rupees One Thousand Six Hundred Crore only) in aggregate at any point of time as may be determined by the Board of Directors of the Company."

"Resolved further that, the Board of Directors of the Company be and are hereby authorized to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be deemed necessary, proper or expedient for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

Resolution (14)									
Resolution required: (Ordinary / Special)				Special					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				Approval of the borrowing powers upto Rs. 1600 crore under the provisions of Section 180(1)(c) of the Companies Act, 2013					
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	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting		5640850	30.9668	0	5640850	0.0000	100.0000	0
	Poll	18215790	12574940	69.0332	12574940	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	18215790	18215790	100.0000	12574940	5640850	69.0332	30.9668	0

CHAIRMAN'S INITIALS

MINUTE BOOK

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Public- Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public- Non Institutions	E-Voting		5834279	32.0287	4390188	1444091	75.2482	24.7518	0
	Poll	5882874	48595	0.2668	48595	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	5882874	5882874	100.0000	4438783	1444091	75.4526	24.5474	0
Total	Total	24098664	24098664	100.0000	17013723	7084941	70.6003	29.3997	0
Whether resolution is Pass or Not.							No		

The resolution was not passed with requisite majority.

ITEM NO. 15

To consider and approve the limits to make donation upto ₹ 25 lacs in a financial year and to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

"Resolved that, pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') as may be applicable from time to time, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee, which the Board may constitute to exercise its powers including the powers conferred by this resolution) to contribute, donate, subscribe and otherwise provide assistance from time to time to charitable, social, or any non-profit making organization, society, trust, or entities of related nature for taking up any programme/activities in the fields of education, health, clean water, social welfare, promotion of sports/culture or other charitable activities etc; not directly relating to the business of the Company any amount, upto a limit of ₹ 25 lacs (Rupees Twenty Five Lacs only) in a financial year, or five per cent of the average net profits of the Company, as determined in accordance with the provisions of the Act during the three financial years immediately preceding the financial year, whichever is greater."

"Resolved further that, the contribution, subscription, donation and/or assistance given and all acts done in terms of the above resolution by and with the authority of the Board of Directors be and are hereby confirmed and ratified."

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"Resolved further that, the Board of Directors of the Company be and are hereby authorized to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be deemed necessary, proper or expedient and for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

Resolution (15)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				Approval of the limits to make donation upto Rs. 25 lacs in a financial year					
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	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100	(6)
Promoter and Promoter Group	E-Voting	18215790	5640850	30.9668	5640850	0	100.0000	0.0000	0
	Poll		12574940	69.0332	12574940	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	18215790	18215790	100.0000	18215790	0	100.0000	0.0000	0
Public-Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public- Non Institutions	E-Voting	5882899	5834304	32.0288	5832867	1437	99.9754	0.0246	0
	Poll		48595	0.2668	48595	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	5882899	5882899	100.0000	5881462	1437	99.9756	0.0244	0
	Total	24098689	24098689	100.0000	24097252	1437	99.9940	0.0060	0
Whether resolution is Pass or Not.							Yes		

The resolution was passed with requisite majority.

CHAIRMAN'S INITIALS

ITEM NO. 16

To consider and approve the limits for investments upto ₹ 500 crore under the provisions of section 186 of the Companies Act, 2013 and to consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution

"Resolved that, pursuant to the provisions of Section 186 and any other applicable provisions of the Companies Act, 2013('the Act')and rules made there under, including any statutory modification(s) thereof for the time being in force and as may be enacted from time to time, and the provisions contained in the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, sanctions and permissions, as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to invest into/acquire the securities of any other bodies corporate including its subsidiary or associate companies by way of subscription, purchase or otherwise, upto a sum of ₹ 500 crore (Rupees Five Hundred Crore only), notwithstanding that the aggregate of the investments so far made together with the investments to be made will exceed the limits as prescribed under the provisions of section 186 of the Act as applicable to the Company."

"Resolved further that, the Board of Directors of the Company be and are hereby authorized to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be necessary, proper or expedient and for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

Resolution (16)	
Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	Approval of the limits for investments upto Rs. 500 crore under the provisions of section 186 of the Companies Act, 2013

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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	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-Voting	18215790	5640850	30.9668	0	5640850	0.0000	100.0000	0
	Poll		12574940	69.0332	12574940	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	18215790	18215790	100.0000	12574940	5640850	69.0332	30.9668	0
Public-Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public- Non Institutions	E-Voting	5883150	5834555	32.0302	4390315	1444240	75.2468	24.7532	0
	Poll		48595	0.2668	48595	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	5883150	5883150	100.0000	4438910	1444240	75.4512	24.5488	0
	Total	24098940	24098940	100.0000	17013850	7085090	70.6000	29.4000	0
Whether resolution is Pass or Not.							No		

The resolution was not passed with requisite majority.

ITEM NO. 17

To consider and approve the material related party contracts/ transactions/arrangements entered into by the Company and to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution

"Resolved that, pursuant to provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Meetings of Board and its Powers) Rules, 2014 and provisions of sub-regulation (1) & (4) read with sub-regulation (8) of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modifications or amendments or re-

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enactments thereof, for the time being in force) and such other provisions as may be applicable, the material related party contracts/transactions/arrangements as detailed in the explanatory note of this notice and entered into by the Company with the related parties prior to the coming into effect of the aforesaid Listing Regulations on December 1, 2015, and which continue to be effective and binding on the related parties beyond the date of the notification of the said Listing Regulations be and are hereby approved/confirmed/ratified by the members of the Company with liberty to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), to act as per the terms of the contacts/arrangements/transactions and any such decision taken by the Board, at its absolute discretion, shall be binding on the Company."

"Resolved further that, the Board of Directors of the Company be and are hereby authorized to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be necessary, proper or expedient and for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

Resolution (17)									
Resolution required: (Ordinary / Special)				Special					
Whether promoter/promoter group are interested in the agenda/resolution?				Yes					
Description of resolution considered				Approval of the material related party contracts/transactions/arrangements entered into by the Company					
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	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting	18215790	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public-Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								

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	Total								
Public- Non Institutions	E-Voting		5834278	32.0287	4390038	1444240	75.2456	24.7544	0
	Poll	5882873	48595	0.2668	48595	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	5882873	5882873	100.0000	4438633	1444240	75.4501	24.5499	0
	Total	24098663	5882873	24.4116	4438633	1444240	75.4501	24.5499	0
Whether resolution is Pass or Not.							Yes		

The resolution was passed with requisite majority.

ITEM NO. 18

To consider and approve the remuneration to be paid to Mr. Satnam Singh Saggi as the cost auditor and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

"Resolved that, pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under including any statutory modification(s) or re-enactment thereof for the time being in force, the consent of the members of the Company, be and is hereby accorded for the payment of remuneration of ₹ 1,98,000 plus other out of pocket expenses to be incurred on the concerned assignment for the financial year 2016-17, as may be considered appropriate and approved by the Board, to Mr. Satnam Singh Saggi, Cost Accountant (Membership Number 10555), who has been re-appointed as the Cost Auditors for audit of the cost accounting records of the Company."

"Resolved further that, the Board of Directors of the Company be and are hereby authorized to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be necessary, proper or expedient for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

Resolution (18)	
Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	Approval of the remuneration to be paid to Mr. Satnam Singh Saggi as the cost auditor

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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	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting	18215790	5640850	30.9668	5640850	0	100.0000	0.0000	0
	Poll		12574940	69.0332	12574940	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total		18215790	100.0000	18215790	0	100.0000	0.0000	0
Public-Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public- Non Institutions	E-Voting	5883125	5834530	32.0301	5834413	117	99.9980	0.0020	0
	Poll		48595	0.2668	48595	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total		5883125	100.0000	5883008	117	99.9980	0.0020	0
	Total	24098915	24098915	100.0000	24098798	117	99.9995	0.0005	0
Whether resolution is Pass or Not.							Yes		

The resolution was passed with requisite majority.

On the basis of above analysis, Chairman declared that based on the aforesaid results, all the **Ordinary resolutions** as contained in item no. 1, 2, 3, 4, 6, 7, 8, 9, 10, 11, 15 & 18 of the notice of 5th AGM dated August 22, 2016, have been passed with the **requisite majority**. The **Special resolution** as contained in item no.17 has been passed with requisite majority. The **Special resolution** as contained in item no. 5, 12, 13, 14 & 16 of the notice dated August 22, 2016, have not been passed with the **requisite majority**.

The Company Secretary announced that the information will be submitted with the Stock Exchanges under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant documents shall be uploaded in the prescribed e-form(s) with the Registrar of Companies, Ministry of Corporate Affairs.

Vote of thanks

On completion of all the proceedings, the meeting terminated at 10:30 am with a vote of thanks to the chair.

Date October 17, 2016
Place New Delhi


Gurmit Singh Mann
CHAIRPERSON