#### SSL/AGM/2016



### Ref: SSL: SE September 27, 2016

Bombay Stock Exchange Limited PhirozeJeejeebhoy Towers Dalal Street, Fort, Mumbai Fax No. 022-22723121/2037/2041

The National Stock Exchange of India Limited Exchange Plaza, Bandra -Kurla Complex, Mumbai- 400051 Fax No. 022-26598237/38

### sugars Simbhaoli Sugars Limited CIN-U15122UP2011PLC044210

(An FSSC 22000 : 2011, ISO 9001 : 2008 & 14001 : 2004 Certified Company) Corporate Office : A-112, Sector-63, Noida-201307 (Delhi NCR) INDIA

Tel. : +91-120-480 6666 Fax : +91-120-2427166 E-mail: info@simbhaolisugars.com

www.simbhaolisugars.com

#### Ref: Scrip Code: NSE: SIMBHALS | BSE: 539742 Sub: 5th Annual General Meeting of the Company

Dear Sir/Ma'am,

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

In this regard please find enclosed the following:

- The gist of Proceedings of 5th AGM of the Company held on 26th September, 2016 1. pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 2. Voting results in the prescribed format pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 3. Consolidated Scrutinizer's Report submitted by Mr. Amit Gupta, (Practicing Company Secretary No. FCS-5478), Scrutinizer appointed to conduct the electronic voting process as well as physical ballot process at the Annual General Meeting venue.

Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of Companies (Management & Administration) Rules, 2014 and clause 8.6.2 of Secretarial Standard-2 on General Meeting (SS-2) issued by The Institute of Company Secretaries of India (ICSI) the Voting result alongwith the Scrutinizer's consolidated report is available on the Company's website www.simbhaolisugars.com. Further, the results are also placed on the Notice Board of the Company at its Registered Office.

\*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 : SIME	3HAGLI, DISTT. HAPU	R, UTTAR PRADESH-245207	

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 along with the Order dated 23.09.2016 passed by Hon'ble NCLT. The copy of the said order is available on the website of the Company.

The 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 this Bench. The members have voted on the said items, which shall be given effect as per the further directions from the Hon'ble NCLT.

This is for your information and records.

Thanking you, For Simbhaoli Sugars Limited

(Kamal Samtani)

Company Secretary

Encl.: as above



#### <u>Gist of the proceedings of the 5<sup>th</sup> Annual general Meeting (AGM) of the Company held</u> on 26<sup>th</sup> September, 2016

The 5<sup>th</sup> Annual general Meeting (AGM) 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

Mr Gurmit Singh Mann, the Chairperson occupied the chair.

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.

The Meeting was attended by Mr. Gurmit Singh Mann, Chairman, Mr. B K Goswami, Audit Committee Chairman, Director, Mr. Gurpal Singh, Director, Mr. Sanjay Tapriya, Director, Mr. S N Misra, Chief Operating Officer of the Company. In addition, the following persons were also present at the meeting:

- 1. Mr. D C Popli, Chief Financial Officer of the Company
- 2. Mr. Dinesh Kumar Nigam, Chartered Accountant representing M/s Mittal Gupta & Co., Statutory Auditors of the Company

Company Secretary requested the Chairperson to proceed with the business of the meeting as per Notice 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 this 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 Court.

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 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.

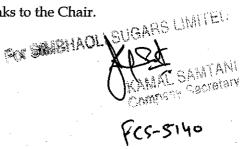
Thereafter, all the 18 (eighteen) resolutions required to be passed were proposed and seconded by the members. Thereafter, the Chairperson ordered a Poll to be taken at the AGM venue by way of physical ballot for those members who could not cast their vote through e-voting.

Thereafter, the Chairperson announced that the voting results shall be submitted to the Stock exchanges in the prescribed format and the said results alongwith 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.

Thereafter, the physical ballot exercise was conducted in a fair and transparent manner.

The summary of the resolutions placed before the meeting and result of voting is enclosed as Annexure 'A'.

The meeting concluded at 10:30 A.M with a vote of thanks to the Chair.





### SIMBHAOLI SUGARS

Simbhaoli Sugars Limited CIN-U15122UP2011PLC044210 (An FSSC 22000 : 2011, ISO 9001 : 2008 & 14001 : 2004 Certified Company) Corporate Office : A-112, Sector-63, Noida-201307 (Delhi NCR) INDIA Tel. : +91-120-480 6666 Fax : +91-120-2427166 E-mail : info@simbhaolisugars.com www.simbhaolisugars.com Jir Surgars Limited"

www.simbhaolisugars.com Re: 5th Annual General Meeting of the members of "Simbhaoli Sugars Limited"

I, Gurmit Singh Mann, Chairman of 'Simbhaoli Sugars Limited' declare the results of the voting, based on the poll conducted at the meeting a report submitted by the Mr. Amit Gupta, Practicing Company Secretary, in respect of votes cast at the meeting of the 5th Annual General Meeting of the members of the Company held at 10.00 a.m. on Monday, 26<sup>th</sup> day of September, 2016 at the registered office of the Company at Officers' Club, sugar mill complex, Simbhaoli-245207, Distt. Hapur, Uttar Pradesh in the following manner:

oting results		
		19/09/2016
ord date		16,159
ing either in	person or throug	h proxy
		6
		33
ıg through vi	deo conferencing	
		NA
		NA
neeting:		18 5
		13
	ord date ing either in ig through vi	ord date ing either in person or throug g through video conferencing

The details of the votes cast is enclosed as Annexure 'A'

For Simbhaoli Sugars Limited

Gurmit Singh Mann N9× Chairman Date : September 28, 2016 Place: New Delhi

\*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

KOIDA (U.P.)

•	Specially Sugars	Potable Alcohol	Ethanol	
	REG. OFFICE : SIMBH	AOLI, DISTT. HAPU	R. UTTAR PRADESH-24520	7

#### Annexure 'A'

#### Agenda-wise

# The brief details of the result of the voting through Remote e-voting and voting through ballot papers at the Annual General Meeting venue are as under:

	Number of Votes Contained in				
Particulars	Remote E votes	Poll through physical Ballots at AGM	TOTAL	Percentage	Result
Resolution	1 - Adoptio	n of the Financial Sta	tomore of the		
year 2015-16 (Ordinary F	6 and the Re	eports of the Board of	f Directors and A	uditors thereon.	
Assent	4387382	12623535	17010917	70.5878	
Dissent	7088023	0	7088023	29.4122	
Invalid	0	0	0	0.0000	Passed
Total	11475405	12623535	24098940	100.0000	
Decil (* )		A			
to be filled i	2 – Approval up. (Ordinar	of the vacancy caused y Resolution)	by the retiremer	t of director not	
Assent	4386438	12612975	16999413	70.5555	
Dissent	7090313	3943	7094256	29.4445	
Invalid	0	0	0	0.0000	Passed
Total	11476751	12616918	24093669	100.0000	:
		·····			
Resolution	3 -Ratificati	on of the appointm	ent of M/s Mit	tal Gupta and	
Company, C	hartered Ac	ion of the appointm countants as statutor Ordinary Resolution)	nent of M/s Mit y auditors of the	tal Gupta and Company and	
Company, C	hartered Ac	countants as statutor	nent of M/s Mit y auditors of the 17014350	tal Gupta and Company and 70.6021	
Company, C fix their rem	hartered Ac	countants as statutor Ordinary Resolution)	y auditors of the	Company and	
Company, C fix their rem Assent	Chartered Ac uneration. (0 4390815	countants as statutor Ordinary Resolution) 12623535	y auditors of the 17014350	2 Company and 70.6021	Passed
Company, C fix their rem Assent Dissent	Chartered Accurection. (0 4390815 7084590	countants as statutor Ordinary Resolution) 12623535 0	y auditors of the 17014350 7084590	29.3979 2012 2013 2013 2013 2013 2013 2013 2013	Passed
Company, C fix their rem Assent Dissent nvalid Fotal	Chartered Accure     4390815     7084590     0     11475405	countants as statutor Ordinary Resolution) 12623535 0 0 12623535	y auditors of the 17014350 7084590 0 24098940	e Company and 70.6021 29.3979 0.0000 100.0000	Passed
Company, C fix their rem Assent Dissent nvalid Fotal	Chartered Accure     4390815     7084590     0     11475405	countants as statutor Ordinary Resolution) 12623535 0 0	y auditors of the 17014350 7084590 0 24098940	e Company and 70.6021 29.3979 0.0000 100.0000	Passed
Company, C fix their rem Assent Dissent nvalid Fotal Resolution 4	Chartered Accure     4390815     7084590     0     11475405	countants as statutor Ordinary Resolution) 12623535 0 0 12623535	y auditors of the 17014350 7084590 0 24098940	e Company and 70.6021 29.3979 0.0000 100.0000	Passed
Company, C Fix their rem Assent Dissent nvalid Cotal Resolution 4 Resolution) Assent	Chartered Accuneration. (0 4390815 7084590 0 11475405 - Appointm	countants as statutor Ordinary Resolution) 12623535 0 0 12623535 ent of Mr. Sanjay Tap	y auditors of the 17014350 7084590 0 24098940 riya as a Director	e Company and 70.6021 29.3979 0.0000 100.0000 . (Ordinary	
Company, C Fix their rem Assent Dissent nvalid Cotal Resolution 4 Resolution) Assent Dissent	Chartered Accureation. (0   4390815   7084590   0   11475405   - Appointm   4389505	countants as statutor Ordinary Resolution) 12623535 0 0 12623535 ent of Mr. Sanjay Tap 12623535	y auditors of the 17014350 7084590 0 24098940 riya as a Director 17013040	e Company and 70.6021 29.3979 0.0000 100.0000 . (Ordinary 70.5966	Passed
Company, C Fix their rem Assent Dissent nvalid Cotal Resolution 4 Resolution) Assent Dissent nvalid	Chartered Accureation. (0   4390815   7084590   0   11475405   - Appointm   4389505   7085900	countants as statutor Ordinary Resolution) 12623535 0 0 12623535 ent of Mr. Sanjay Tap 12623535 0	y auditors of the 17014350 7084590 0 24098940 riya as a Director 17013040 7085900	e Company and 70.6021 29.3979 0.0000 100.0000 . (Ordinary 70.5966 29.4034	
Company, C fix their rem Assent Dissent nvalid Fotal Resolution 4 Resolution) Assent Dissent nvalid fotal	Chartered Ac   uneration. (0   4390815   7084590   0   11475405   - Appointm   4389505   7085900   0   11475405	countants as statutor Ordinary Resolution) 12623535 0 0 12623535 ent of Mr. Sanjay Tap 12623535 0 0 0	y auditors of the 17014350 7084590 0 24098940 riya as a Director 17013040 7085900 0 24098940	e Company and 70.6021 29.3979 0.0000 100.0000 . (Ordinary 70.5966 29.4034 0.0000 100.0000	
Company, C fix their rem Assent Dissent nvalid Fotal Resolution 4 Resolution) Assent Dissent nvalid rotal cotal	Chartered Ac   uneration. (0   4390815   7084590   0   11475405   - Appointm   4389505   7085900   0   11475405	countants as statutor Ordinary Resolution) 12623535 0 0 12623535 ent of Mr. Sanjay Tap 12623535 0 0 0 12623535	y auditors of the 17014350 7084590 0 24098940 riya as a Director 17013040 7085900 0 24098940	e Company and 70.6021 29.3979 0.0000 100.0000 . (Ordinary 70.5966 29.4034 0.0000 100.0000	

Invalid	0	0	0	0.0000	1
Total	11475380	12623535	24098915	100.0000	1
	n 6 - Appointmen Resolution)	t of Mr. B K Goswa	mi as an Indepen	dent Director.	
Assent	11474160	12623535	24097695	99.9959	
Dissent	994	0	994	0.0041	
Invalid	0	0	0	0.0000	Passed
Total	11475154	12623535	24098689	100.0000	
Resolution (Ordinary	n 7 - Appointment Resolution)	of Mr. S C Kumar a	s an Independen	t Director.	
Assent	11474411	12623535	24097946	99.9959	
Dissent	994	0	994	0.0041	Desced
Invalid	0	0	0	0.0000	Passed
Total	11475405	12623535	24098940	100.0000	
Resolution Ordinary	8 - Appointment Resolution)	of Mr. S K Ganguli	as an Independe	nt Director.	
Assent	11474411	12623535	24097946	99.9959	
Dissent	994	0	994	0.0041	De se se al
nvalid	0	0	0	0.0000	Passed
otal	11475405	12623535	24098940	100.0000	
	9 - Appointment Drdinary Resoluti	of Justice (Retd) C H on)	K Mahajan as an I	ndependent	
\ssent	11475011	12623535	24098546	99.9984	
Dissent	394	0	394	0.0016	
nvalid	0	0	0	0.0000	Passed
[otal	11475405	12623535	24098940	100.0000	
	10 - Appointment Resolution)	t of Lt Gen D S Sidh	u as an Independ	lent Director.	
ssent	11474461	12623535	24097996	99.9961	
lissent	944	0	944	0.0039	D
nvalid	0	0	0	0.0000	Passed
otal	11475405	12623535	24098940	100.0000	
ore from t esolution)		he funds raising op ket by way of issue o			
ssent	4390907	12623535	17014442	70.6024	
issent	7084498	0	7084498	29.3976	Parcod
valid	0	0	0	0.0000	Passed
otal	11475405	12623535	24098940	100.0000	
		onversion of loan in panies Act, 2013. (S			
rovisions c	102(3) or the Con	ipanies Act, 2015. (5	pecial Resolution	i)	



Dissent	7086869	0	7086869	29.4138	passed
Invalid	0	0	0	0.0000	
Total	11476751	12616918	24093669	100.0000	
1600 crore		of mortgage and/or cha sions of Section 180(1)			
Assent	4390790	12623535	17014325	70.6020	
Dissent	7084590	0	7084590	29.3980	Not
Invalid	0	0	0	0.0000	passed
Total	11475380	12623535	24098915	100.0000	
	ions of Section 1	of the borrowing powe 80(1)(c) of the Compar			
Assent	4390188	12623535	17013723	70.6003	
Dissent	7084941	0	7084941	29.3997	Not
Invalid	0	0	0	0.0000	passed
Total	11475129	12623535	24098664	100.0000	
	n 15 - Approval o year. (Ordinary R	of the limits to make de desolution)	onation uptoRs.	25 lacs in a	
Assent	11473717	12623535	19902840	99.9928	Passed
Dissent	1437	0	1437	0.0072	
Invalid	0	0	0	0.0000	
Total	11475154	12623535	19904277	100.0000	
		f the limits for investr 66 of the Companies A			
Assent	4390315	12623535	17013850	70.6000	
Dissent	7085090	. 0	7085090	29.4000	Not
Invalid	0	0	0	0.0000	passed
Total	11475405	12623535	24098940	100.0000	
contracts/ti	ransactions/arran	f the material related p gements entered into		y. (Special	
Resolution	<u> </u>	· · · · · · · · · · · · · · · · · · ·			
Resolution Assent	4390038	46173	4436211	75.4400	
Assent Dissent	<u> </u>	46173 0	4436211 1444240	75.4400 24.5600	Passor
Assent Dissent	4390038				Passed
Assent Dissent Invalid Fotal	4390038     1444240     0     5834278	0 0 46173	1444240 0 5880451	24.5600 0.0000 100.0000	Passed
Assent Dissent nvalid Fotal Resolution Baggu as th	4390038 1444240 0 5834278 18 - Approval of ne cost auditor. (C	0	1444240 0 5880451	24.5600 0.0000 100.0000	Passed
Assent Dissent Invalid Fotal Resolution Baggu as th	4390038 1444240 0 5834278 18 - Approval of	0 0 46173 E the remuneration to l	1444240 0 5880451	24.5600 0.0000 100.0000	Passed
Assent Dissent Invalid Fotal Resolution	4390038 1444240 0 5834278 18 - Approval of ne cost auditor. (C	0 0 46173 The remuneration to I Ordinary Resolution)	1444240 0 5880451 be paid to Mr. S	24.5600 0.0000 100.0000 atnam Singh	
Assent Dissent Invalid Fotal Resolution Saggu as th Assent	4390038   1444240   0   5834278   18 - Approval of the cost auditor. (Construction of the cost auditor)   11475263	0 0 46173 the remuneration to I Ordinary Resolution) 12623535	1444240   0   5880451   be paid to Mr. S   24098798	24.5600 0.0000 100.0000 atnam Singh 99.9995	Passed

CALLER TOTA

LIMATED Por Mineral (1 5) JAMAL SAMTANI Jumpany Secretary FCS-SIMO



### AMIT GUPTA & ASSOCIATES

Practicing Company Secretaries

B-12, Basement, Murli Bhawan, 10-A, Ashok Marg, Lucknow – 226 001 Phone : 0522 – 4024033, Mobile : 94150 05108

E-mail:amitguptacs@gmail.com

### **REPORT OF SCRUTINIZER**

To,

The Chairman 5th Annual General Meeting of Equity Shareholders of M/s SIMBHAOLI SUGARS LIMITED (PREVIOUSLY KNOWN AS SIMBHAOLI SPIRITS LIMITED) SIMBHAOLI, HAPUR, GHAZIABAD, Uttar Pradesh-245207

Dear Sir,

At the outset, I would like to thank you for appointing me as scrutinizer for the remote e-voting and voting by your members, at the 5<sup>th</sup> Annual General Meeting of your Company held on Monday, September 26 2016 at 10:00 A.M. at SIMBHAOLI, HAPUR, Uttar Pradesh-245207.

I am pleased to submit my Scrutinizer's Report which is comprehensive and self-explanatory in all respect.

Thanking you, Yours faithfully,

10.4682

Amit Gupta Proprietor Amit Gupta & Associates Company Secretaries FCS - 5478, C.P. - 4682 Date: 27<sup>th</sup> September, 2016

#### SCRUTINIZER'S REPORT

Name of the Company	SIMBHAOLI SUGARS LIMITED
Meeting	5th Annual General Meeting
Date and Time	Monday, September 26, 2016 at 10:00 A.M.
Venue	SIMBHAOLI, HAPUR, GHAZIABAD, Uttar
	Pradesh-245207

#### 1. Appointment as Scrutinizer

I was appointed as Scrutinizer for the remote e-voting as well as the voting to be conducted through physical ballots at 5th Annual General Meeting of SIMBHAOLI SUGARS LIMITED (hereinafter referred as "**the Company**") held on Monday, September 26, 2016 at 10:00 A.M. at SIMBHAOLI, HAPUR, Uttar Pradesh-245207.

#### 2. Dispatch of Notice Convening the Meeting

The Company had informed that, on the basis of Register of Members and the list of Beneficiary Owners (cut of date August 19, 2016) made available to the depositories viz., National Securities Depositories Limited and Central Depositories Services (India) Limited for the purpose of voting, the Company completed dispatch of notice & 5th annual Report in the following manner:

By email	email To 7510 members who have registered	
	their e-mail ids with Depository/the RTA	
	on August 31, 2016	
By permitted mode	To 8649 members in physical form on	
	August 31, 2016	

#### 3. Cut Off Date

The Voting rights were reckoned as on the September 19, 2016, being the Cut-off date for the purpose of deciding the entitlements of members for remote e voting and voting at the meeting.

#### 4. Remote E-Voting

#### 4.1. Agency

The Company had appointed National Securities Depositories Limited (NSDL) as the agency for providing e voting platform.



#### 4.2. Remote E voting

Remote e voting was open from September 22, 2016 at 09:00 a.m. to September 25, 2016 at 05.00 p.m and Members were required to cast their votes electronically conveying their assent or dissent in respect of all the Ordinary and /or Special Resolutions, on e-voting platform provided by NSDL.

#### 5. Voting at AGM

- **5.1.** As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rule, 2015, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the general meeting, after the closure of period of e- voting, the Scrutinizer was provided access to particulars of members such as their names folio, number of shares held, but not the manner in which they have voted.
- **5.2.** Accordingly NSDL, the e-voting agency provided us the name, DP ID/folio numbers and shareholding of the members who had cast their votes through remote e voting.
- **5.3.** The Company has authorized M/s Mas Services Limited, Registrar and Transfer Agent (**RTA**) of the Company to provide necessary support for remote e-voting as well as physical ballot at the meeting and RTA provided the same.

#### 6. Counting Process

- **6.1.** On completion of voting at the meeting, the Company provided me with the list of members who had cast their votes, with their holding details and details of vote on each of the resolution.
- **6.2.** The votes were reconciled with the records maintained by the Company and RTA with respect to the authorized representatives/ proxies lodged with the Company.
- **6.3.** I unblocked the remote e voting results on the NSDL E-voting platform before Ms. Suman Kapoor (LF No. 0034070) and Mr. Dinesh Kumar Nigam and downloaded the e voting details.

#### 7. Result

7.1. I observed that

- 7.1.1.39 Members (Maximum) had cast their votes through poll facility provided through physical ballots at meeting. Please refer Annexure 2 for details regarding voting on particular resolution.
- 7.1.2.38 Members (Maximum) had casted their votes through remote e-voting. Please refer Annexure 2 for details regarding voting on particular resolution.
- 7.2. The result of remote e-voting and poll as well as consolidated result with respect to



each item on the Agenda as set out in the notice of the 5<sup>th</sup> AGM dated August 22, 2016 is enclosed as Annexure – 1, 2 and 3 respectively.

- **7.3.** Based on the aforesaid result, all the **Ordinary resolutions** as contained in item no. 1, 2, 3, 4, 6, 7, 8, 9, 10, 11, 15 & 18 of the notice dated August 22, 2016, have been passed with the **requisite majority**.
- **7.4.** Based on the aforesaid result, the **Special resolution** as contained in item no.17 has been passed with requisite majority and item no. 5, 12, 13, 14 & 16 of the notice dated August 22, 2016, have not been passed with the **requisite majority**.
- **7.5.** Further in view of interim Order dated September 23, 2016 passed by the Hon'ble National Company Law Tribunal (NCLT), Allahabad Bench, in Company Petition, CP No. 77 (ND)/2016 titled Mr. Gurpal Singh Vs. M/s Simbhaoli Sugars Limited under Section 241 and 242 of the Companies Act, 2013 read with National Company Law Tribunal (NCLT) rules, the resolutions adopted on item no. 2 and 12 of the Notice of the 5th Annual General Meeting (AGM) of the members of the Company shall not be given effect to till further Orders by the Bench.
- **7.6.** Soft copy of the List of Members, for both voting at AGM as well as remote e-voting containing the details of members who voted "**FOR**", who voted "**AGAINST**" & whose votes were declared "**INVALID**", for each resolution will be emailed to the Company, after the announcement of the result by the Company.
- **7.7.** The poll papers and all other relevant records shall also be duly handed over to the Company for keeping in safe records, after the announcement of the result by the Company.

PN0.4682

Amit Gupta Proprietor Amit Gupta & Associates Company Secretaries FCS - 5478, C.P. - 4682 Date: September 27, 2016



Annexure-1

### Results of remote E-Voting conducted at the 5th Annual General Meeting of SIMBHAOLI SUGARS LIMITED

- 1. The result of remote e-voting is as under:
  - a) Resolution 1 Adoption of the Financial Statements of the Company for the year 2015-16 and the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)
    - i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
who voted in favour	casted in favour of the	valid votes casted on
through remote -	resolution	the resolution
electronic voting		
system		
21	4387382	38.23%

ii. Voted against the resolution:

0		
Number of members	Number of votes	% of total number of
who voted against	casted against the	valid votes casted on
through remote -	resolution	the resolution
electronic voting		
system		
16	7088023	61.77%

#### iii. Invalid votes :

Total number of members whose	Total number of votes casted by
votes were declared invalid	members whose votes were
	declared invalid
0	0



b) Resolution 2 - Approval of the vacancy caused by the retirement of director not to be filled up. (Ordinary Resolution)

(In view of interim Order dated September 23, 2016 passed by the Hon'ble National Company Law Tribunal (NCLT), Allahabad Bench, in Company Petition, CP No. 77 (ND)/2016 titled Mr. Gurpal Singh Vs. M/s Simbhaoli Sugars Limited under Section 241 and 242 of the Companies Act, 2013 read with National Company Law Tribunal (NCLT) rules, the resolutions adopted on item no. 2 of the Notice of the 5th Annual General Meeting (AGM) of the members of the Company shall not be given effect to till further Orders by the Bench.)

#### i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
who voted in favour	casted in favour of the	valid votes casted on
through remote -	resolution	the resolution
electronic voting		
system		
18	4386438	38.22%

#### ii. Voted against the resolution:

0		
Number of members	Number of votes	% of total number of
who voted against	casted against the	valid votes casted on
through remote -	resolution	the resolution
electronic voting		
system		
20	7090313	61.78%

#### iii. Invalid votes :

Total number of members whose	Total number of votes casted by
votes were declared invalid	members whose votes were
	declared invalid
0	0

- c) Resolution 3 Ratification of the appointment of M/s Mittal Gupta and Company, Chartered Accountants as statutory auditors of the Company and fix their remuneration. (Ordinary Resolution)
- i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
-------------------	-----------------	----------------------



who voted in favour	casted in favour of the	valid votes casted on
through remote -	resolution	the resolution
electronic voting		
system		
21	4390815	38.26%

#### ii. Voted against the resolution:

0		
Number of members	Number of votes	% of total number of
who voted against	casted against the	valid votes casted on
through remote -	resolution	the resolution
electronic voting		
system		
16	7084590	61.74%

#### iii. Invalid votes :

Total number of members whose	Total number of votes casted by
votes were declared invalid	members whose votes were
	declared invalid
0	0

### d) Resolution 4 - Appointment of Mr. Sanjay Tapriya as a Director. (Ordinary Resolution)

#### i. Voted in favour of the resolution:

Number of members	Number of votes casted	% of total number of
who voted in favour	in favour of the	valid votes casted on the
through remote -	resolution	resolution
electronic voting system		
19	4389505	38.25%

#### ii. Voted against the resolution:

	Number of members	Number	of votes	% of total number of
	who voted against	casted ag	ainst the	valid votes casted on
	through remote -	resol	ution	the resolution
	electronic voting			
	system			
	18	7085	5900	61.75%
iii.	Invalid votes :			
	Total number of members whose		Total num	nber of votes casted by



votes were declared invalid	members whose votes were
	declared invalid
0	0

## e) Resolution 5 - Appointment of Mr. S N Misra as the Chief Operating Officer. (Special Resolution)

#### i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
who voted in favour	casted in favour of	valid votes casted on
through remote -	the resolution	the resolution
electronic voting system		
19	4390190	38.26%

#### ii. Voted against the resolution:

 votea againot the resolution		
Number of members	Number of votes	% of total number of
who voted against	casted against the	valid votes casted on
through remote -	resolution	the resolution
electronic voting system		
17	7085190	61.74%

#### iii. Invalid votes :

Total number of members whose	Total number of votes casted by	
votes were declared invalid	members whose votes were	
	declared invalid	
0	0	

### f) Resolution 6 - Appointment of Mr. B K Goswami as an Independent Director. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members who	Number of votes	% of total number of
voted in favour through	casted in favour of	valid votes casted on
remote - electronic voting	the resolution	the resolution
system		
33	11474160	99.99%

#### ii. Voted against the resolution:

Number of members who	Number of votes	% of total number of
voted against through	casted against the	valid votes casted on
remote - electronic voting	resolution	the resolution



system		
3	994	0.01%

#### iii. Invalid votes :

Total number of members whose	Total number of votes casted by
votes were declared invalid	members whose votes were
	declared invalid
0	0

### g) Resolution 7 - Appointment of Mr. S C Kumar as an Independent Director. (Ordinary Resolution)

#### i. Voted in favour of the resolution:

Number of members who	Number of votes	% of total number of
voted in favour through	casted in favour of	valid votes casted on
remote - electronic voting	the resolution	the resolution
system		
34	11474411	99.99%

#### ii. Voted against the resolution:

0		
Number of members who	Number of votes	% of total number of
voted against through	casted against the	valid votes casted on
remote - electronic voting	resolution	the resolution
system		
3	994	0.01%

#### iii. Invalid votes :

Total number of members whose	Total number of votes casted by
votes were declared invalid	members whose votes were
	declared invalid
0	0

#### h) Resolution 8 - Appointment of Mr. S K Ganguli as an Independent Director. (Ordinary Resolution)

#### i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
who voted in favour	casted in favour of	valid votes casted on
through remote -	the resolution	the resolution
electronic voting system		

ſ



34	11474411	99.99%

#### ii. Voted against the resolution:

Γ	Number of members	Number of votes	% of total number of
	who voted against	casted against the	valid votes casted on
	through remote -	resolution	the resolution
	electronic voting		
	system		
	3	994	0.01%
i	Invalid votes :		

#### iii.

Total number of members whose	Total number of votes casted by
votes were declared invalid	members whose votes were
	declared invalid
0	0

### i) Resolution 9 - Appointment of Justice (Retd) C K Mahajan as an Independent **Director. (Ordinary Resolution)**

#### i. Voted in favour of the resolution:

0

	Number of members	Number of votes		% of total number of	
	who voted in favour	casted in	favour of	valid votes casted on	
	through remote -	the resolution		the resolution	
	electronic voting system				
	35	114	75011	99.9966%	
ii.	Voted against the resolu	ition:			
	Number of members	Number of votes		% of total number of	
	who voted against	casted against the		valid votes casted on	
	through remote -	resolution		the resolution	
	electronic voting system				
	2	394 0.0034%		0.0034%	
iii.	Invalid votes :				
	Total number of member	rs whose	Total num	nber of votes casted by	
	votes were declared ir	nvalid	members whose votes were		

j) Resolution 10 - Appointment of Lt Gen D S Sidhu as an Independent Director.

declared invalid

0



#### (Ordinary Resolution)

#### i. Voted in favour of the resolution:

	Number of members	Number of votes	% of total number of	
	who voted in favour	casted in favour of	valid votes casted on	
	through remote -	the resolution	the resolution	
	electronic voting system			
	34	11474461	99.99%	
ii.	Voted against the resolution:			

•		
Number of members	Number of votes	% of total number of
who voted against	casted against the	valid votes casted on
through remote -	resolution	the resolution
electronic voting system		
3	944	0.01%

#### iii. Invalid votes :

Total number of members whose	Total number of votes casted by
votes were declared invalid	members whose votes were
	declared invalid
0	0

k) Resolution 11 - Approval of the funds raising options upto a limit of Rs. 100 crore from the securities market by way of issue of further shares. (Ordinary Resolution)

#### i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
who voted in favour	casted in favour of	valid votes casted on
through remote -	the resolution	the resolution
electronic voting system		
21	4390907	38.26%

#### ii. Voted against the resolution:

0		
Number of members	Number of votes	% of total number of
who voted against	casted against the	valid votes casted on
through remote -	resolution	the resolution
electronic voting system		
16	7084498	61.74%

iii. Invalid votes :



Total number of members whose	Total number of votes casted by
votes were declared invalid	members whose votes were
	declared invalid
0	0

l) Resolution 12 - Approval of conversion of loan into share capital under the provisions of 62(3) of the Companies Act, 2013. (Special Resolution)

(In view of interim Order dated September 23, 2016 passed by the Hon'ble National Company Law Tribunal (NCLT), Allahabad Bench, in Company Petition, CP No. 77 (ND)/2016 titled Mr. Gurpal Singh Vs. M/s Simbhaoli Sugars Limited under Section 241 and 242 of the Companies Act, 2013 read with National Company Law Tribunal (NCLT) rules, the resolutions adopted on item no. 12 of the Notice of the 5th Annual General Meeting (AGM) of the members of the Company shall not be given effect to till further Orders by the Bench.)

#### i. Voted in favour of the resolution:

	Number of members	Number of votes	% of total number of		
	who voted in favour	casted in favour of	valid votes casted on		
	through remote -	the resolution	the resolution		
	electronic voting system				
	20	4389882	38.25%		
Voted against the recolution					

#### ii. Voted against the resolution:

0		
Number of members	Number of votes	% of total number of
who voted against	casted against the	valid votes casted on
through remote -	resolution	the resolution
electronic voting system		
18	7086869	61.75%

#### iii. Invalid votes :

Total number of members whose	Total number of votes casted by
votes were declared invalid	members whose votes were
	declared invalid
0	0

m) Resolution 13 - 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. (Special Resolution)



#### i. Voted in favour of the resolution:

	Number of members	Numbe	r of votes	% of total number of
	who voted in favour	casted ir	n favour of	valid votes casted on
	through remote -	the res	solution	the resolution
	electronic voting system			
	20	439	0790	38.26%
ii.	Voted against the resolu	ution:		
	Number of members	Numbe	r of votes	% of total number of
	who voted against	casted a	gainst the	valid votes casted on
	through remote -	reso	lution	the resolution
	electronic voting system			
	16	708	34590	61.74%
iii.	Invalid votes :			
	Total number of members whose		Total nun	nber of votes casted by
	votes were declared invalid		membe	rs whose votes were
			de	eclared invalid
	0			0

n) Resolution 14 - Approval of the borrowing powers upto Rs. 1600 crore under the provisions of Section 180(1)(c) of the Companies Act, 2013. (Special Resolution)

#### i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
who voted in favour	casted in favour of	valid votes casted on
through remote -	the resolution	the resolution
electronic voting system		
19	4390188	38.26%

#### ii. Voted against the resolution:

Number of members	Number of votes	% of total number of		
who voted against	casted against the	valid votes casted on		
through remote -	resolution	the resolution		
electronic voting system				
16	7084590	61.74%		

#### iii. Invalid votes :

Total number of members whose	Total number of votes casted by
votes were declared invalid	members whose votes were



	declared invalid
0	0

o) Resolution 15 - Approval of the limits to make donation upto Rs. 25 lacs in a financial year. (Ordinary Resolution)

#### i. Voted in favour of the resolution:

	Number of members	Number of votes	% of total number of
	who voted in favour	casted in favour of	valid votes casted on
	through remote -	the resolution	the resolution
	electronic voting system		
31		11473717	99.99%

#### ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
who voted against	casted against the	valid votes casted on
through remote -	resolution	the resolution
electronic voting system		
5	1437	0.01%

#### iii. Invalid votes :

Total number of members whose	Total number of votes casted by
votes were declared invalid	members whose votes were
	declared invalid
0	0

p) Resolution 16 - Approval of the limits for investments upto Rs. 500 crore under the provisions of section 186 of the Companies Act, 2013. (Special Resolution)

#### i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
who voted in favour	casted in favour of	valid votes casted on
through remote -	the resolution	the resolution
electronic voting system		
20	4390315	38.26%

#### ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
who voted against	casted against the	valid votes casted on



	through remote -	reso	lution	the resolution
	electronic voting system			
	17	7085090		61.74%
iii.	Invalid votes :			
	Total number of member	rs whose	Total num	nber of votes casted by
	votes were declared ir	nvalid mem		rs whose votes were
		d		eclared invalid
	0			0

q) Resolution 17 - Approval of the material related party contracts/transactions/arrangements entered into by the Company. (Special Resolution)

#### i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
who voted in favour	casted in favour of	valid votes casted on
through remote -	the resolution	the resolution
electronic voting system		
19	4390038	75.25%

#### ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
who voted against	casted against the	valid votes casted on
through remote -	resolution	the resolution
electronic voting system		
11	*1444240	24.75%

#### iii. Invalid votes :

Total number of members whose	Total number of votes casted by
votes were declared invalid	members whose votes were
	declared invalid
0	0

\* 5640850 votes casted by 6 related parties not considered in terms of the provisions of regulation 23(4) & 23(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

r) Resolution 18 - Approval of the remuneration to be paid to Mr. Satnam Singh Saggu as the cost auditor. (Ordinary Resolution)



#### i. Voted in favour of the resolution:

	Number of members	Numbe	r of votes	% of total number of
	who voted in favour	casted in favour of		valid votes casted on
	through remote -	the resolution		the resolution
	electronic voting system			
	35	114	75263	99.9990%
ii.	Voted against the resolution	ution:		
	Number of members	Number of votes		% of total number of
	who voted against	casted against the		valid votes casted on
	through remote -	resolution		the resolution
	electronic voting system			
	1	117 0.0010%		0.0010%
iii.	Invalid votes :			
	Total number of member	rs whose	Total nun	nber of votes casted by
			1	1 .

### iii

Total number of members whose	Total number of votes casted by
votes were declared invalid	members whose votes were
	declared invalid
0	0





#### Annexure-2

### Results of Voting through physical ballot conducted at the 5th Annual General Meeting of SIMBHAOLI SUGARS LIMITED

- 1. The result of the poll conducted through ballot at meeting is as under:
  - a) Resolution 1 Adoption of the Financial Statements of the Company for the year 2015-16 and the Reports of the Board of Directors and Auditors thereon. (Ordinary **Resolution**)

	Number of members	Number	of votes	% of total number of	
	present and voting in	casted in favour of the		valid votes casted on	
	favour (in person or	resolution		the resolution	
	by proxy)				
	36	12623535		100%	
ii.	Voted against the reso	olution:			
	Number of members	Number	of votes	% of total number of	
	present and voting	casted against the		valid votes casted on	
	against (in person or	resolution		the resolution	
	by proxy)				
	0	(	)	0	
iii.	Invalid votes :	L			
	Total number of men	nbers (in	Total num	nber of votes casted by	
	· · · · · · · · · · · · · · · · · · ·				

#### i. Voted in favour of the resolution:

person or by proxy) whose votes members whose votes were	re
were declared invalid declared invalid	
0 0	

#### b) Resolution 2 - Approval of the vacancy caused by the retirement of director not to be filled up. (Ordinary Resolution)

(In view of interim Order dated September 23, 2016 passed by the Hon'ble National Company Law Tribunal (NCLT), Allahabad Bench, in Company Petition, CP No. 77 (ND)/2016 titled Mr. Gurpal Singh Vs. M/s Simbhaoli Sugars Limited under Section 241 and 242 of the Companies Act, 2013 read with National Company Law Tribunal (NCLT) rules, the resolutions adopted on item no. 2 of the Notice of the 5th Annual General Meeting (AGM) of the members of the Company shall not be given effect to till further Orders by the Bench.)



#### i. Voted in favour of the resolution:

Number of votes	% of total number of
casted in favour of the	valid votes casted on
resolution	the resolution
12612975	99.97%
	casted in favour of the resolution

#### ii. Voted against the resolution:

0		
Number of members	Number of votes	% of total number of
present and voting	casted against the	valid votes casted on
against (in person or	resolution	the resolution
by proxy)		
2	3943	0.03%

#### iii. Invalid votes :

Total number of members (in	Total number of votes casted by
person or by proxy) whose votes	members whose votes were
were declared invalid	declared invalid
0	0

d) Resolution 3 - Ratification of the appointment of M/s Mittal Gupta and Company, Chartered Accountants as statutory auditors of the Company and fix their remuneration. (Ordinary Resolution)

#### i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
present and voting in	casted in favour of the	valid votes casted on
favour (in person or	resolution	the resolution
by proxy)		
36	12623535	100%

#### ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
present and voting	casted against the	valid votes casted on
against (in person or	resolution	the resolution
by proxy)		
0	0	0

iii. Invalid votes :



Total number of members (in	Total number of votes casted by	
person or by proxy) whose votes	members whose votes were	
were declared invalid	declared invalid	
0	0	

## d) Resolution 4 - Appointment of Mr. Sanjay Tapriya as a Director. (Ordinary Resolution)

1. Voted in favour of the resolution	i.	Voted in favour of the resolution:
--------------------------------------	----	------------------------------------

Number of members	Number of votes casted	% of total number of
present and voting in	in favour of the	valid votes casted on the
favour (in person or by	resolution	resolution
proxy)		
36	12623535	100%

#### ii. Voted against the resolution:

-			
Number of members	Number	of votes	% of total number of
present and voting	casted ag	ainst the	valid votes casted on
against (in person or	resol	ution	the resolution
by proxy)			
0	(	)	0
Invalid votes :			
Total number of men	nbers (in	Total num	nber of votes casted by
person or by proxy) whose votes		members whose votes were	
were declared invalid		declared invalid	
0			0
	present and voting against (in person or by proxy) 0 Invalid votes : Total number of men person or by proxy) with	present and voting against (in person or by proxy) 0 <b>Invalid votes :</b> Total number of members (in person or by proxy) whose votes	present and voting against (in person or by proxy)casted against the resolution00Invalid votes :Total number of members (in person or by proxy) whose votes

e) Resolution 5 - Appointment of Mr. S N Misra as the Chief Operating Officer. (Special Resolution)

	Number of members	Number of votes	% of total number of
	present and voting in	casted in favour of	valid votes casted on
	favour (in person or by	the resolution	the resolution
	proxy)		
	36	12623535	100%
ii.	Voted against the resol	ution:	
	Number of members	Number of votes	% of total number of

i. Voted in favour of the resolution:



	present and voting casted ag		gainst the	valid votes casted on
	against (in person or by resol		lution	the resolution
	proxy)			
	0	0		0
iii.	Invalid votes :	<u> </u>		
	Total number of members (in		Total number of votes casted by	
	person or by proxy) whose votes		members whose votes were	
	were declared invalid		declared invalid	
	0			0

## f) Resolution 6 - Appointment of Mr. B K Goswami as an Independent Director. (Ordinary Resolution)

#### i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
present and voting in	casted in favour of	valid votes casted on
favour (in person or by	the resolution	the resolution
proxy)		
36	12623535	100%

#### ii. Voted against the resolution:

0		
Number of members	Number of votes	% of total number of
present and voting	casted against the	valid votes casted on
against (in person or by	resolution	the resolution
proxy)		
0	0	0

#### iii. Invalid votes :

Total number of members (in	Total number of votes casted by
person or by proxy) whose votes	members whose votes were
were declared invalid	declared invalid
0	0

g) Resolution 7 - Appointment of Mr. S C Kumar as an Independent Director. (Ordinary Resolution)

#### i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
present and voting in	casted in favour of	valid votes casted on



	favour (in person or by	the re	esolution	the resolution
	proxy)			
	36	120	523535	100%
ii.	Voted against the resolut	ion:		
	Number of members	Numb	er of votes	% of total number of
	present and voting	casted	against the	valid votes casted on
	against (in person or by	res	olution	the resolution
	proxy)			
	0		0	0
iii.	Invalid votes :			
	Total number of member	rs (in	Total num	nber of votes casted by
	person or by proxy) whose	e votes	member	rs whose votes were
	were declared invali	d	de	eclared invalid
	0			0

### h) Resolution 8 - Appointment of Mr. S K Ganguli as an Independent Director. (Ordinary Resolution)

#### i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
present and voting in	casted in favour of	valid votes casted on
favour (in person or by	the resolution	the resolution
proxy)		
36	12623535	100%

#### ii. Voted against the resolution:

0		
Number of members	Number of votes	% of total number of
present and voting	casted against the	valid votes casted on
against (in person or	resolution	the resolution
by proxy)		
0	0	0

### iii. Invalid votes :

Total number of members (in	Total number of votes casted by
person or by proxy) whose votes	members whose votes were
were declared invalid	declared invalid
0	0

#### i) Resolution 9 - Appointment of Justice (Retd) C K Mahajan as an Independent



#### **Director. (Ordinary Resolution)**

#### i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
present and voting in	casted in favour of	valid votes casted on
favour (in person or by	the resolution	the resolution
proxy)		
36	12623535	100%

#### ii. Voted against the resolution:

0		
Number of members	Number of votes	% of total number of
present and voting	casted against the	valid votes casted on
against (in person or by	resolution	the resolution
proxy)		
0	0	0

#### iii. Invalid votes :

Total number of members (in	Total number of votes casted by
person or by proxy) whose votes	members whose votes were
were declared invalid	declared invalid
0	0

### j) Resolution 10 - Appointment of Lt Gen D S Sidhu as an Independent Director. (Ordinary Resolution)

#### i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
present and voting in	casted in favour of	valid votes casted on
favour (in person or by	the resolution	the resolution
proxy)		
36	12623535	100%

#### ii. Voted against the resolution:

	0		
	Number of members	Number of votes	% of total number of
	present and voting	casted against the	valid votes casted on
	against (in person or by	resolution	the resolution
	proxy)		
	0	0	0
iii.	Invalid votes :		



person or by proxy) whose votes	members whose votes were
were declared invalid	declared invalid
0	0

k) Resolution 11 - Approval of the funds raising options upto a limit of Rs. 100 crore from the securities market by way of issue of further shares. (Ordinary **Resolution**)

i.	Voted in favour of the resolution:				
	Number of members	Number of votes	% of total number of		
	present and voting in	casted in favour of	valid votes casted on		
	favour (in person or by	the resolution	the resolution		
	proxy)				
	36	12623535	100%		
ii.	Voted against the resol	ution:			
	Number of members	Number of votes	% of total number of		

#### i

	Number of members	Numbe	r of votes	% of total number of
	present and voting	casted a	gainst the	valid votes casted on
	against (in person or by	reso	lution	the resolution
	proxy)			
	0		0	0
iii.	Invalid votes :			
	Total number of memb	vers (in	Total num	nber of votes casted by
	person or by proxy) who	ose votes	membe	rs whose votes were
	were declared inva	lid	de	eclared invalid
	0			0

1) Resolution 12 - Approval of conversion of loan into share capital under the provisions of 62(3) of the Companies Act, 2013. (Special Resolution)

(In view of interim Order dated September 23, 2016 passed by the Hon'ble National Company Law Tribunal (NCLT), Allahabad Bench, in Company Petition, CP No. 77 (ND)/2016 titled Mr. Gurpal Singh Vs. M/s Simbhaoli Sugars Limited under Section 241 and 242 of the Companies Act, 2013 read with National Company Law Tribunal (NCLT) rules, the resolutions adopted on item no. 12 of the Notice of the 5th Annual General Meeting (AGM) of the members of the Company shall not be given effect to till further Orders by the Bench.)

Voted in favour of the resolution: i.



	Number of members	Numbe	r of votes	% of total number of
	present and voting in	casted in favour of		valid votes casted on
	favour (in person or by	the resolution		the resolution
	proxy)			
	34	126	16918	100%
ii.	Voted against the resolu	ution:		
	Number of members	Numbe	r of votes	% of total number of
	present and voting	casted a	gainst the	valid votes casted on
	against (in person or by	reso	lution	the resolution
	proxy)			
	0		0	0
iii.	Invalid votes :			
	Total number of members (in		Total number of votes casted by	
	person or by proxy) whose votes		members whose votes were	
	were declared invalid		de	eclared invalid
	0			0

m) Resolution 13 - 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. (Special Resolution)

### i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
present and voting in	casted in favour of	valid votes casted on
favour (in person or by	the resolution	the resolution
proxy)		
36	12623535	100%

#### ii. Voted against the resolution:

0		
Number of members	Number of votes	% of total number of
present and voting	casted against the	valid votes casted on
against (in person or by	resolution	the resolution
proxy)		
0	0	0

#### iii. Invalid votes :

Total number of members (in	Total number of votes casted by
person or by proxy) whose votes	members whose votes were
were declared invalid	declared invalid



0	0

n) Resolution 14 - Approval of the borrowing powers upto Rs. 1600 crore under the provisions of Section 180(1)(c) of the Companies Act, 2013. (Special Resolution)

#### i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
present and voting in	casted in favour of	valid votes casted on
favour (in person or by	the resolution	the resolution
proxy)		
36	12623535	100%

#### ii. Voted against the resolution:

Number of votes	% of total number of
casted against the	valid votes casted on
resolution	the resolution
0	0
	casted against the

#### iii. Invalid votes :

Total number of members (in	Total number of votes casted by
person or by proxy) whose votes	members whose votes were
were declared invalid	declared invalid
0	0

o) Resolution 15 - Approval of the limits to make donation upto Rs. 25 lacs in a financial year. (Ordinary Resolution)

#### i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
present and voting in	casted in favour of	valid votes casted on
favour (in person or by	the resolution	the resolution
proxy)		
36	12623535	100%

#### ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
present and voting	casted against the	valid votes casted on
against (in person or by	resolution	the resolution



	proxy)			
	0		0	0
iii.	Invalid votes :			
	Total number of memb	ers (in	Total nun	nber of votes casted by
	person or by proxy) who	ose votes	members whose votes were	
	were declared inva	lid	de	eclared invalid
	0			0

p) Resolution 16 - Approval of the limits for investments upto Rs. 500 crore under the provisions of section 186 of the Companies Act, 2013. (Special Resolution)

#### i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
present and voting in	casted in favour of	valid votes casted on
favour (in person or by	the resolution	the resolution
proxy)		
36	12623535	100%

#### ii. Voted against the resolution:

0		
Number of members	Number of votes	% of total number of
present and voting	casted against the	valid votes casted on
against (in person or by	resolution	the resolution
proxy)		
0	0	0

iii. Invalid votes :

Total number of members (in	Total number of votes casted by
person or by proxy) whose votes	members whose votes were
were declared invalid	declared invalid
0	0

q) Resolution 17 - Approval of the material related party contracts/transactions/arrangements entered into by the Company. (Special Resolution)

#### i. Voted in favour of the resolution:

Number of r	nembers	Number of votes	% of total number of
present and	voting in	casted in favour of	valid votes casted on



	favour (in person or by	the res	solution	the resolution
	proxy)			
	32	*46173		100%
ii.	Voted against the resolution	ition:		
	Number of members	Numbe	r of votes	% of total number of
	present and voting	casted against the		valid votes casted on
	against (in person or by	resolution		the resolution
	proxy)			
	0		0	0
iii.	Invalid votes :			
	Total number of members (in		Total nun	nber of votes casted by
	person or by proxy) whose votes		members whose votes were	
	were declared inva	lid	de	eclared invalid
	0			0

\*12577362 votes casted by 4 related parties not considered in terms of the provisions of regulation 23(4) & 23(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

r) Resolution 18 - Approval of the remuneration to be paid to Mr. Satnam Singh Saggu as the cost auditor. (Ordinary Resolution)

1. voted in favour of the resolution:	i.	Voted in favour of the resolution:
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Number of members	Number of votes	% of total number of
present and voting in	casted in favour of	valid votes casted on
favour (in person or by	the resolution	the resolution
proxy)		
36	12623535	100%

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of			
present and voting	casted against the	valid votes casted on			
against (in person or by	resolution	the resolution			
proxy)					
0	0	0			

iii. Invalid votes :

Total number of members (in	Total number of votes casted by
person or by proxy) whose votes	members whose votes were



were declared invalid	declared invalid
0	0





## Consolidated Results of remote E-Voting & Voting conducted through physical ballot at the 5<sup>th</sup> Annual General Meeting of SIMBHAOLI SUGARS LIMITED

Particulars	Numbe	r of Votes Con	tained in	Percentage
	Remote E	Poll	TOTAL	
	votes	through		
		physical		
		Ballots at		
		AGM		
Resolution 1 - Adoption of the Finan	cial Statemen	ts of the Com	pany for the ye	ar 2015-16 and
the Reports of the Board of Directors	and Auditors	s thereon. (Ord	inary Resoluti	on)
Assent	4387382	12623535	17010917	70.5878%
Dissent	7088023	0	7088023	29.4122%
Invalid	0	0	0	0.0000%
Total	11475405	12623535	24098940	100.0000%
Outcome	Passed as ar	Ordinary Res	olution	I
Resolution 2 – Approval of the vacan	an annod brit	he retirement	of director not	to be filled
up. (Ordinary Resolution)	cy caused by I	ne retirement	of unector not	to be fiffed
Assent	4386438	12612975	16999413	70.5555%
Dissent	7090313	3943	7094256	29.4445%
Invalid	0	0	0	0.0000%
Total	11476751	12616918	24093669	100.0000%
Outcome	Passed as ar	Ordinary Res	olution	<u> </u>
	(However in view of interim Order dated September 23, 2016 passed by the Hon'ble National Company Law			



Tribunal (NCLT), Allahabad Bench, in Comp Petition, CP No. 77 (ND)/2016 titled Mr. Gurpal S Vs. M/s Simbhaoli Sugars Limited under Section 241 242 of the Companies Act, 2013 read with Nati Company Law Tribunal (NCLT) rules, the resolut adopted on item no. 2 of the Notice of the 5th An General Meeting (AGM) of the members of the Comp shall not be given effect to till further Orders by Bench.Resolution 3 - Ratification of the appointment of M/s Mittal Gupta and Company, Chart						
		-	-			
Accountants as statutory a Resolution)	iuditors of the Compa	ny and fix the	eir remuneratio	on. (Ordinary		
Assent	4390815	12623535	17014350	70.6021%		
		12023333				
Dissent	7084590	0	7084590	29.3979%		
Invalid	0	0	0	0.0000%		
Total	11475405	12623535	24098940	100.0000%		
Outcome	Passed as an	Ordinary Res	olution			
Resolution 4 - Appointmen						
Assent	4389505	12623535	17013040	70.5966%		
Dissent	7085900	0	7085900	29.4034%		
Invalid	0	0	0	0.0000%		
Total	11475405	12623535	24098940	100.0000%		
Outcome	Passed as an	Passed as an Ordinary Resolution				
Resolution 5 - Appointmen Resolution)	t of Mr. S N Misra as th	e Chief Opera	ting Officer. (S	pecial		
Assent	4390190	12623535	17013725	70.5995%		



Dissent	7085190	0	7085190	29.4005%
Invalid	0	0	0	0.0000%
Total	11475380	12623535	24098915	100.0000%
Outcome	Not Passed as	s a Special Res	olution	
Resolution 6 - Appointment of Mr.	B K Goswami a	s an Independ	ent Director. (C	Ordinary
Resolution)				
Assent	11474160	12623535	24097695	99.9959%
Dissent	994	0	994	0.0041%
Invalid	0	0	0	0.0000%
Total	11475154	12623535	24098689	100.0000%
Outcome	Passed as an	Ordinary Reso	lution	
Resolution 7 - Appointment of Mr. 9	S C Kumar as ar	n Independent	Director. (Ordi	inary
Resolution)				-
Assent	11474411	12623535	24097946	99.9959%
Dissent	994	0	994	0.0041%
Invalid	0	0	0	0.0000%
Total	11475405	12623535	24098940	100.0000%
Outcome	Passed as an	Ordinary Reso	lution	
Resolution 8 - Appointment of Mr. 9	SK Canguli as	an Indonandan	t Director (Or	dinary
Resolution)	5 K Galiguli as a	an muepenuen	a Director. (Or	uillaí y
Assent	11474411	12623535	24097946	99.9959%
Dissent	994	0	994	0.0041%
Invalid	0	0	0	0.0000%
Total	11475405	12623535	24098940	100.0000%



Outcome	Passed as an	Passed as an Ordinary Resolution				
Resolution 9 - Appointment of ]	ustice (Retd) C K I	Mahajan as an	Independent I	Director.		
(Ordinary Resolution)		-	-			
Assent	11475011	12623535	24098546	99.9984%		
Dissent	394	0	394	0.0016%		
Invalid	0	0	0	0.0000%		
Total	11475405	12623535	24098940	100.0000%		
Outcome	Passed as an	Ordinary Res	olution			
Resolution 10 - Appointment of	Lt Gen D S Sidhu	as an Indepen	dent Director.	(Ordinary		
Resolution)		-				
Assent	11474461	12623535	24097996	99.9961%		
Dissent	944	0	944	0.0039%		
Invalid	0	0	0	0.0000%		
Total	11475405	12623535	24098940	100.0000%		
Outcome	Passed as an	Ordinary Res	olution			
<b>Resolution 11 - Approval of the</b>	funds raising opti	ons upto a lim	it of Rs. 100 cro	re from the		
securities market by way of issu	e of further shares	. (Ordinary Re	solution)			
Assent	4390907	12623535	17014442	70.6024%		
Dissent	7084498	0	7084498	29.3976%		
Invalid	0	0	0	0.0000%		
Total	11475405	12623535	24098940	100.0000%		
Outcome	Passed as an	Ordinary Res	olution			
Resolution 12 - Approval of con	version of loan int	o share capital	under the prov	visions of		
62(3) of the Companies Act, 201	3. (Special Resolut	ion)	_			
Assent	4389882	12616918	17006800	70.5862%		
		•				



Dissent	7086869	0	7086869	29.4138%		
Invalid	0	0	0	0.0000%		
Total	11476751	12616918	24093669	100.0000%		
Outcome	Not Passed as	s a Special Res	olution			
	(However in a	view of interim	ı Order dated S	Sevtember 23.		
		by the Hon'bl		•		
		CLT), Allahal				
		No. 77 (ND)/2(		1 0		
	Vs. M/s Simbl	haoli Sugars Li	mited under Se	ction 241 and		
	242 of the C	Companies Act,	, 2013 read w	ith National		
	Company Law Tribunal (NCLT) rules, the resolutions					
	adopted on it	tem no. 12 of th	he Notice of th	e 5th Annual		
	General Meeting (AGM) of the members of the Company					
	shall not be given effect to till further Orders by the					
		ð	<i>p</i>	0		
	Bench.	3	2	5		
Resolution 13 - Approval of r	Bench. nortgage and/or charge	e upto an amou	int of Rs. 1600	crore under		
the provisions of Section 180	Bench. nortgage and/or charge (1)(a) of the Companie	e upto an amou s Act, 2013. (Sp	nt of Rs. 1600 becial Resolutio	crore under on)		
	Bench. nortgage and/or charge	e upto an amou	int of Rs. 1600	crore under		
the provisions of Section 180	Bench. nortgage and/or charge (1)(a) of the Companie	e upto an amou s Act, 2013. (Sp	nt of Rs. 1600 becial Resolutio	crore under on)		
the provisions of Section 180 Assent	Bench. nortgage and/or charge (1)(a) of the Companies 4390790	e upto an amou s Act, 2013. (Sp 12623535	nt of Rs. 1600 o ecial Resolutio 17014325	crore under on) 70.6020%		
the provisions of Section 180 Assent Dissent	Bench. nortgage and/or charge (1)(a) of the Companies 4390790 7084590	e upto an amou s Act, 2013. (Sp 12623535 0	nt of Rs. 1600 ( pecial Resolution 17014325 7084590	crore under on) 70.6020% 29.3980%		
the provisions of Section 180 Assent Dissent Invalid	Bench.     nortgage and/or charge     (1)(a) of the Companies     4390790     7084590     0     11475380	e upto an amou s Act, 2013. (Sp 12623535 0 0	nt of Rs. 1600 o ecial Resolutio 17014325 7084590 0 24098915	crore under on) 70.6020% 29.3980% 0.0000%		
the provisions of Section 180 Assent Dissent Invalid Total Outcome	Bench. nortgage and/or charge (1)(a) of the Companies 4390790 7084590 0 0 11475380 Not Passed as	e upto an amou s Act, 2013. (Sp 12623535 0 0 12623535 s a Special Reso	ant of Rs. 1600 o pecial Resolutio 17014325 7084590 0 24098915 olution	crore under on) 70.6020% 29.3980% 0.0000% 100.0000%		
the provisions of Section 180 Assent Dissent Invalid Total Outcome Resolution 14 - Approval of t	Bench. nortgage and/or charge (1)(a) of the Companies 4390790 7084590 0 11475380 Not Passed as he borrowing powers	e upto an amou s Act, 2013. (Sp 12623535 0 0 12623535 s a Special Rese upto Rs. 1600 c	ant of Rs. 1600 o becial Resolutio 17014325 7084590 0 24098915 olution rore under the	crore under on) 70.6020% 29.3980% 0.0000% 100.0000%		
the provisions of Section 180 Assent Dissent Invalid Total Outcome	Bench. nortgage and/or charge (1)(a) of the Companies 4390790 7084590 0 11475380 Not Passed as he borrowing powers	e upto an amou s Act, 2013. (Sp 12623535 0 0 12623535 s a Special Rese upto Rs. 1600 c	ant of Rs. 1600 o becial Resolutio 17014325 7084590 0 24098915 olution rore under the	crore under on) 70.6020% 29.3980% 0.0000% 100.0000% provisions		
the provisions of Section 180 Assent Dissent Invalid Total Outcome Resolution 14 - Approval of t of Section 180(1)(c) of the Con	Bench. nortgage and/or charge (1)(a) of the Companies 4390790 7084590 0 11475380 Not Passed as he borrowing powers to mpanies Act, 2013. (Specific	e upto an amou s Act, 2013. (Sp 12623535 0 12623535 s a Special Reso upto Rs. 1600 c ecial Resolutio	ant of Rs. 1600 o becial Resolutio 17014325 7084590 0 24098915 olution rore under the n)	crore under on) 70.6020% 29.3980% 0.0000% 100.0000% provisions 70.6003%		
the provisions of Section 180 Assent Dissent Invalid Total Outcome Resolution 14 - Approval of t of Section 180(1)(c) of the Con Assent	Bench.nortgage and/or charge(1)(a) of the Companies439079070845907084590011475380Not Passed ashe borrowing powers ampanies Act, 2013. (Spot 1390188)	e upto an amou s Act, 2013. (Sp 12623535 0 0 12623535 s a Special Reso upto Rs. 1600 ct ecial Resolutio 12623535	int of Rs. 1600 (opecial Resolution)   17014325   7084590   0   24098915   olution   rore under the n)   17013723	crore under on) 70.6020% 29.3980% 0.0000% 100.0000%		



Outcome	Not Passed a	Not Passed as a Special Resolution				
<b>Resolution 15 - Approval</b>	of the limits to make don	ation upto Rs.	25 lacs in a fina	incial year.		
(Ordinary Resolution)						
Assent	11473717	12623535	24097252	99.9940%		
Dissent	1437	0	1437	0.0060%		
Invalid	0	0	0	0.0000%		
Total	11475154	12623535	24098689	100.0000%		
Outcome	Passed as an	Ordinary Reso	lution			
Resolution 16 - Approval	of the limits for investme	ents upto Rs. 50	0 crore under t	he		
provisions of section 186	of the Companies Act, 20	13. (Special Res	olution)			
Assent	4390315	12623535	17013850	70.6000%		
Dissent	7085090	0	7085090	29.4000%		
Invalid	0	0	0	0.0000%		
Total	11475405	12623535	24098940	100.0000%		
Outcome	Not Passed a	is a Special Res	olution			
Resolution 17 - Approval	of the material related pa	rty contracts/tra	ansactions/arra	ngements		
entered into by the Comp	—	•		0		
Assent	4390038	@46173	4436211	75.4400%		
Dissent	#1444240	0	1444240	24.5600%		
Invalid	0	0	0	0.0000%		
Total	5834278	46173	5880451	100.0000%		
Outcome	Passed as a S	Special Resolut	ion			
# 5640850 votes casted regulation 23(4) & 23(7) Regulations, 2015.	0			2		



@ 12577362 votes casted by 4 related parties not considered in terms of the provisions of regulation 23(4) & 23(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Resolution 18 - Approval of the remuneration to be paid to Mr. Satnam Singh Saggu as the cost auditor. (Ordinary Resolution)

Outcome	Passed as an	Passed as an Ordinary Resolution				
Total	11475380	12623535	24098915	100.0000%		
Invalid	0	0	0	0.0000%		
Dissent	117	0	117	0.0005%		
Assent	11475263	12623535	24098798	99.9995%		

NO.4682

Amit Gupta Proprietor Amit Gupta & Associates Company Secretaries FCS - 5478, C.P. - 4682 Date: 27<sup>th</sup> September, 2016